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**ACTS of  
VENGEANCE!**  
**JUDGEMENT  
WAR** finale



**LIEFELD +  
MCFARIANE**



FOR GENERATIONS, THE DENIZENS OF THIS **ALIEN WORLD**, SEPARATED BY PHILOSOPHICAL AND PHYSICAL DIFFERENCES, HAVE FOUGHT BITTERLY.

BUT THERE IS A PROPHECY THAT, ONE DAY, **STRANGERS** FROM THE STARS WILL BE THEIR WORLD'S SALVATION AND BRING THEM PEACE. NOW GODLIKE, ARMORED CELESTIALS HAVE COME FROM THE HEAVENS.

BUT NOT AS SAVIORS.

STAN LEE PRESENTS

# JUDGEMENT DAY

THE WORLD, HOWEVER, HAS OTHER ALIEN VISITORS--THE MUTANT HUMANS, **X-FACTOR**--TRANSPORTED HERE BY THE CELESTIALS ABOARD X-FACTOR'S SENTIENT SHIP.

SLICE 'EM, ANGEL, WHILE I PUT 'EM ON ICE! HOW'S IT GOING, BEAST?

X-FACTOR HAVE MADE FRIENDS... AND ENEMIES... AMONG THE WARRING FACTIONS...

...AND, IN THE ARENA OF THE CHOSEN, WHAT WAS CONCEIVED AS A BATTLE TO THE DEATH BETWEEN X-FACTOR'S ICEMAN AND ARCHANGEL...

...HAS BECOME A DARING RESCUE ATTEMPT BY THEIR FELLOW MUTANT, THE BEAST, THE REJECT GIANT AGROM, AND DYKON, THE BEGINAGAIN MYSTIC.

I FIND, BOBBY, THAT, EVEN AMONG THE CHOSEN, TWO HEADS ARE BETTER THAN ONE!

**KLONK!**

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THE CHOSEN, RANKED IN TIERS ACCORDING TO THEIR PHYSICAL PERFECTION, ROAR WITH EXCITEMENT. NEVER HAS SUCH A RESCUE BEEN ATTEMPTED.

PROTECTED FROM THE MELEE IN THE ARENA BY A POWER GRID, THEY WAGER ON THE OUTCOME AND ROAR ENCOURAGEMENT TO THE CHOSEN GUARDS...

KILL THE ARCHANGEL!

VICTORY TO THE CHOSEN! KILL THE ICEMAN -- TRAITOR TO THE CHOSEN!

SLAUGHTER THE REJECT ANIMALS!

BY VIRTUE OF HIS PHYSICAL PERFECTION, MOST PERFECT PALIK RULES THE CHOSEN, AND FROM HIS THRONE OBSERVES THE BATTLE AND GAUGES THE CROWD'S REACTION...

WE MUST LET THE CIRCUS CONTINUE A WHILE LONGER. SUCH A BIZARRE, UNPRECEDENTED TURN OF EVENTS. NO WONDER THE CROWD HAS GONE WILD.

AND EVEN WITH THE HELP OF THESE... STRANGERS... THE REJECT UPSTARTS HAVEN'T A CHANCE OF VICTORY.

AT LEAST LORD RASK HAS BEEN HURLED INTO THE ARENA WITH THE OTHER ANIMALS.

GOOD. WE SHALL LEAVE HIM THERE. HOPEFULLY HE WILL PERISH AT THE PERFECT SEERA'S HANDS.

YOU WERE THE HIGHEST AMONG THE CHOSEN. YOU WOULD HAVE FOLLOWED PALIK AS RULER, SEERA!

WHY BETRAY THE CHOSEN TO SAVE THAT WINGED MONSTER--AND A PULING BABE?

THOUGH WEAKENED, SEERA LASHES OUT WITH HER PSYCHIC JAMMER'S POWER. RASK BLOCKS IT... AND, IN A CRACKLE OF ENERGY, THEIR POWERS LOCK!

BECAUSE THE ANGEL ONCE SAVED ME! BECAUSE OUR PEOPLE ARE CORRUPT, RASK, AND CAN DO NOTHING SO WELL AS HATE!

DO NOT HARM HER, RASK--OR YOU'LL FACE ME!

AH... THE PYROMORPH LEV! HOW INTRIGUING THAT A LOWLY DUALER LIKE YOURSELF WOULD CLAIM SEERA AS AN ALLY. THESE ARE INTERESTING DAYS...

...HOW TRAGIC THEY MAY BE YOUR LAST!

SHRAKT!

LEV! NO!

SHOCKED, SEERA LOSES CONCENTRATION AND HER POWER FALTERS...



...IT IS AN ALMOST FATAL ERROR FOR HER AND FOR LEV. RASK FORCES HER TO HER KNEES, BUT STILL, THE POWER CRACKLES. STILL SHE OPPOSES HIM...



SEERA!  
WHERE ARE  
YOU? WHAT'S  
WRONG?

ARCH-  
ANGEL!  
I'M DOWN  
BELOW!

WHY CAN'T  
HE SEE ME,  
RASK? WHAT  
HAVE YOU  
DONE TO  
HIM?

AS ARCHANGEL EXECUTES A SWEEPING TURN, ONE OF HIS WINGS INTERSECTS THE INVISIBLE FIELD OF THE POWER GRID AND--



**SHRAKT!**

AAARGH!



ANGEL! MY  
FRIEND!

AGAIN SEERA IS DISTRACTED... AND THIS TIME THERE IS NO MARGIN FOR ERROR...



**ZAPT!**



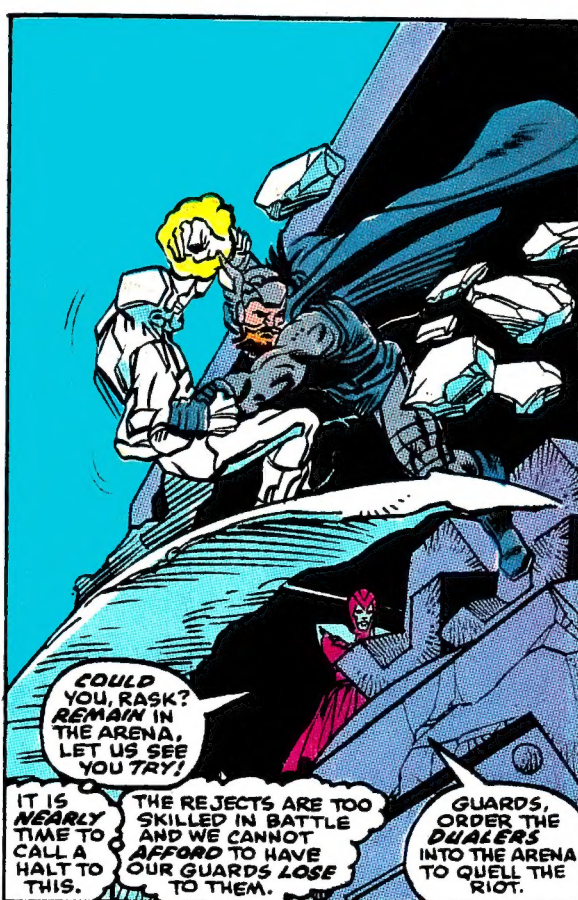
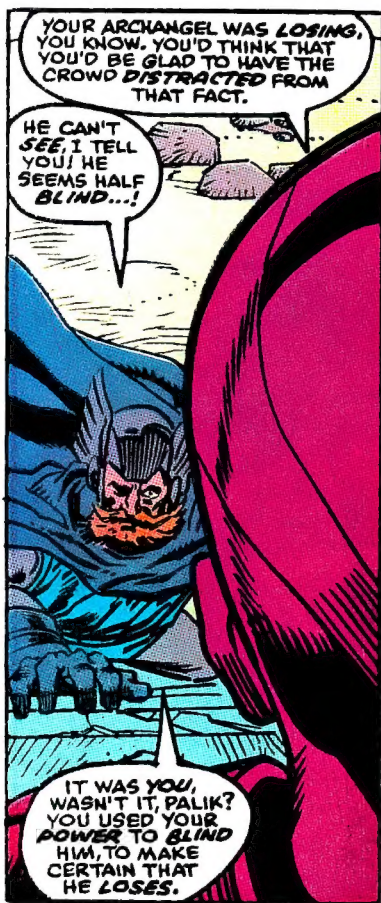
BACK, MOST PERFECT ONE, LORD RASK APPROACHES... AND NOT HUMBLY!

HOW CAN YOU LET THIS HAPPEN, PALIK? SUBDUCE THE INSURGENTS-- AT ONCE! LET THE MATCH BETWEEN ICEMAN AND ARCHANGEL CONTINUE!

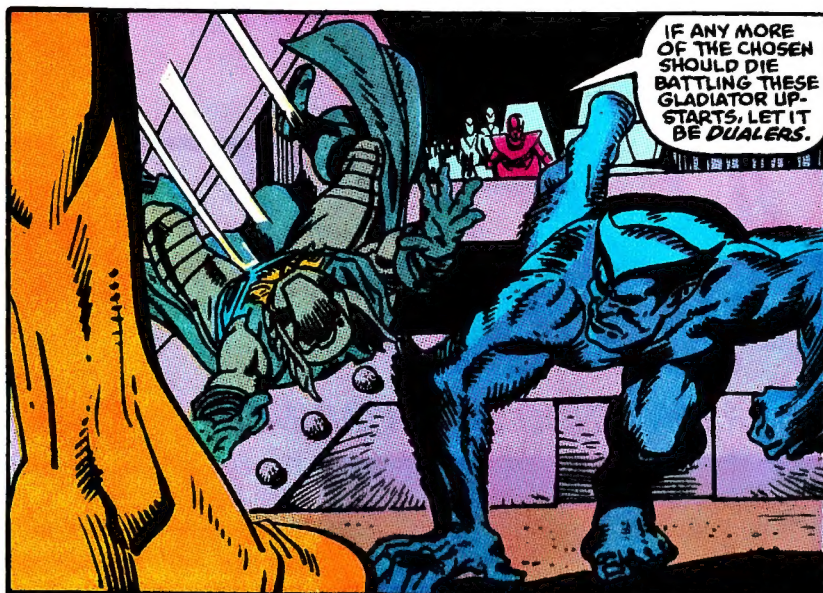
YOU FORGET YOURSELF, RASK. I GIVE THE ORDERS HERE, I WARN YOU-- DO NOT APPROACH THE THRONE TOO CLOSELY...

...LEST THE POWER GRID FELL YOU AS IT DID THE ARCH-ANGEL.









IF ANY MORE OF THE CHOSEN SHOULD DIE BATTLING THESE GLADIATOR UP-STARTS, LET IT BE DUALERS.

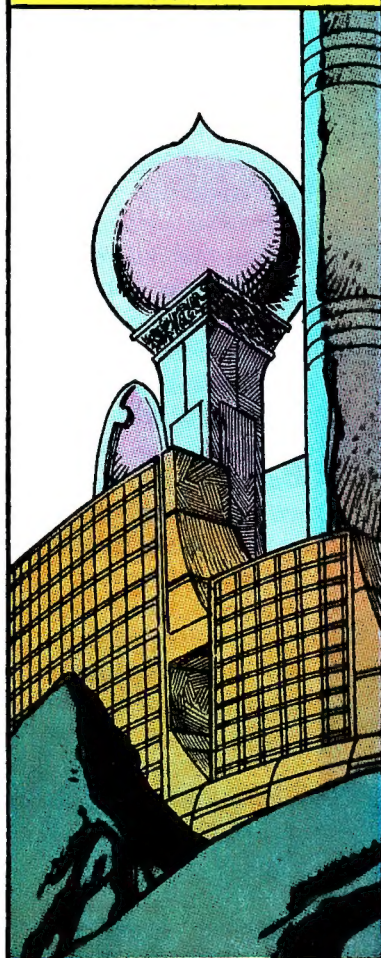


MOST DUALERS BELIEVE THAT ICEMAN IS ONE OF US, BUT HE IS A STRANGER HERE, FIGHTING AGAINST THE CHOSEN...

...WHO SAY THEY ARE MY PEOPLE, BUT WHO, RANKED IN THEIR PERFECTION, HAVE EVER BEEN THE ENEMIES OF THE DUALER CASTE.

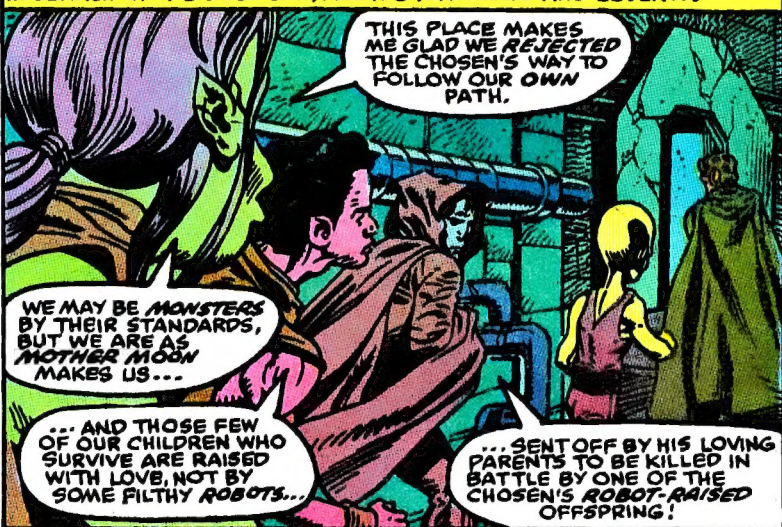
THE PERFECT SEERA HAS MADE HER STAND AGAINST THEM. WHAT SHOULD I DO? FIGHT THE CHOSEN'S BATTLES? OR FIGHT MY OWN?

THE MUTATIONS THAT GAVE RISE TO THE CHOSEN'S PARANORMAL POWERS HAVE DESTROYED THEIR ABILITY TO BRED PHYSICALLY TRUE.



AND IT IS HERE, IN THE HALL OF SCIENCE AND GENETICS, THAT THE CHOSEN, OBSESSED WITH PHYSICAL PERFECTION, GROW THE NEXT GENERATION FROM CAREFULLY SELECTED GENETIC MATERIALS.

THROUGH THIS HALL, X-FACTOR'S LEADER, SCOTT SUMMERS, A.K.A. CYCLOPS, GUIDES A STRANGE ALLIANCE OF REJECTS AND BEGINAGAINS IN SEARCH OF HIS LOST SON, AND HIS TEAMMATE AND LOVER...



THIS PLACE MAKES ME GLAD WE REJECTED THE CHOSEN'S WAY TO FOLLOW OUR OWN PATH.

WE MAY BE MONSTERS BY THEIR STANDARDS, BUT WE ARE AS MOTHER MOON MAKES US...

... AND THOSE FEW OF OUR CHILDREN WHO SURVIVE ARE RAISED WITH LOVE, NOT BY SOME FILTHY ROBOTS...

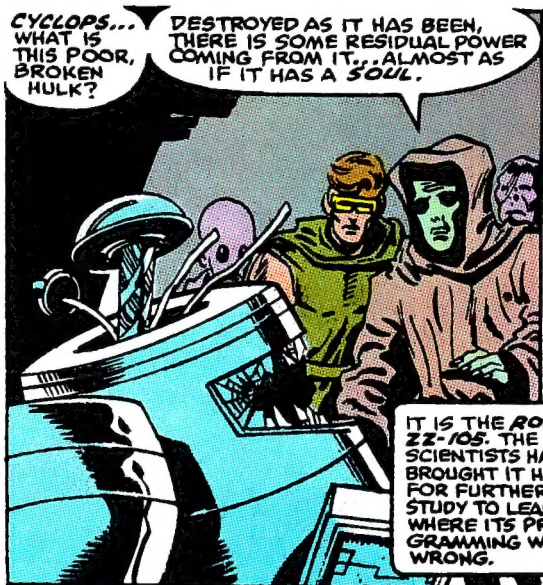
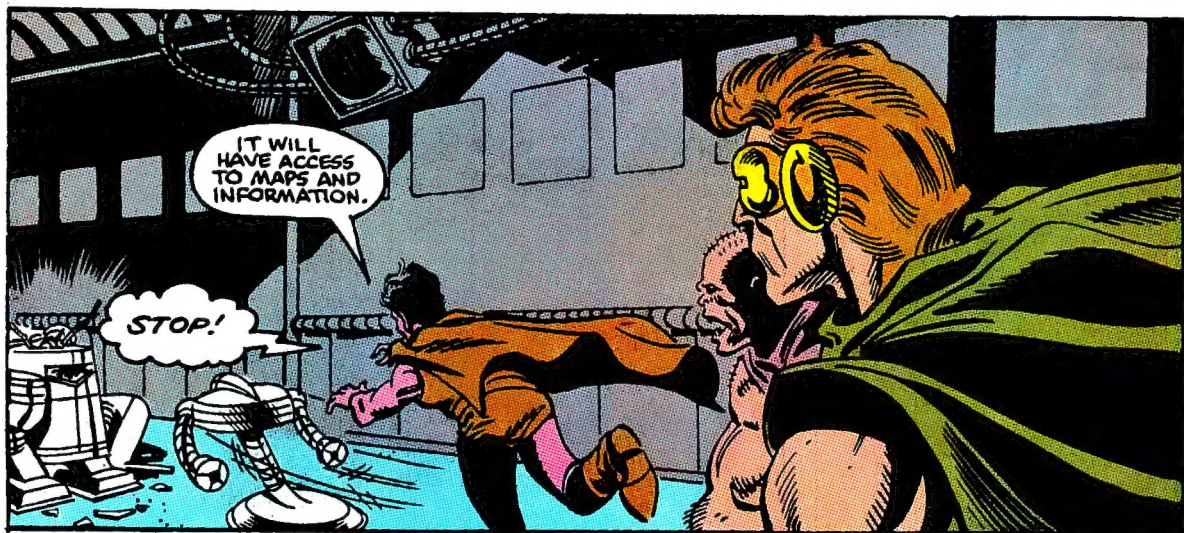
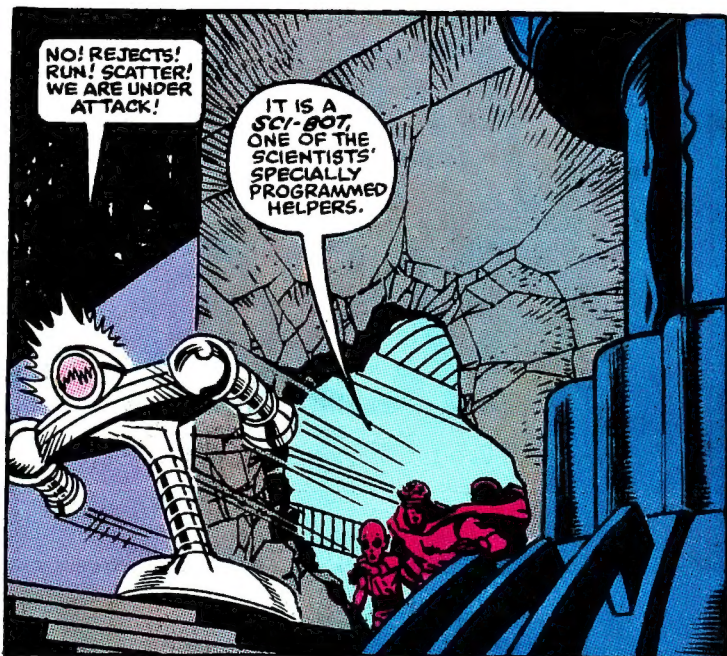
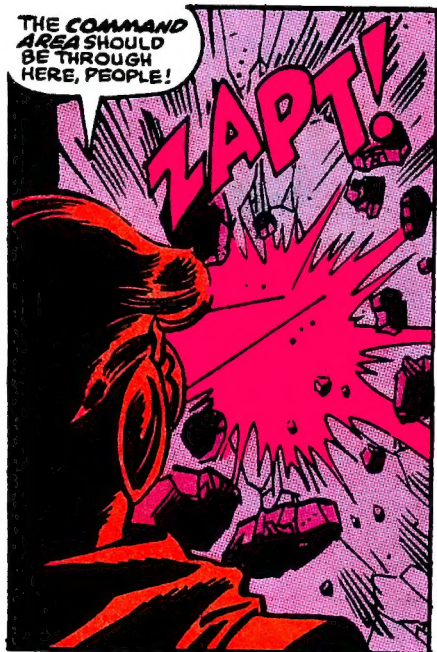
... SENT OFF BY HIS LOVING PARENTS TO BE KILLED IN BATTLE BY ONE OF THE CHOSEN'S ROBOT-RAISED OFFSPRING!



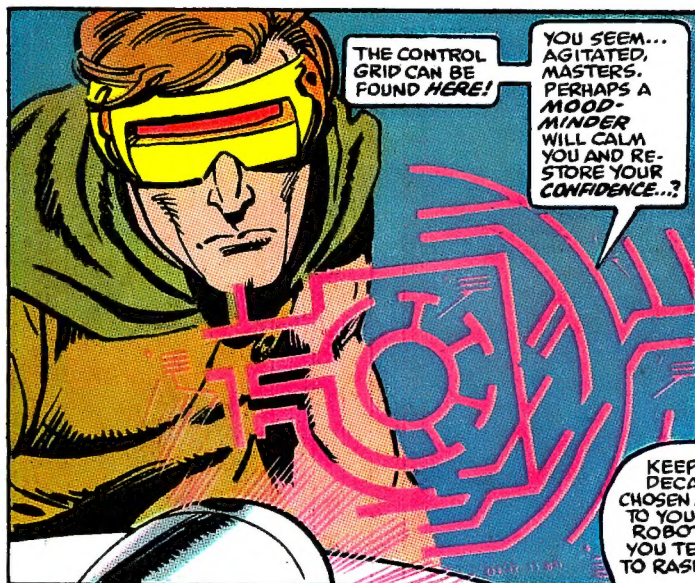
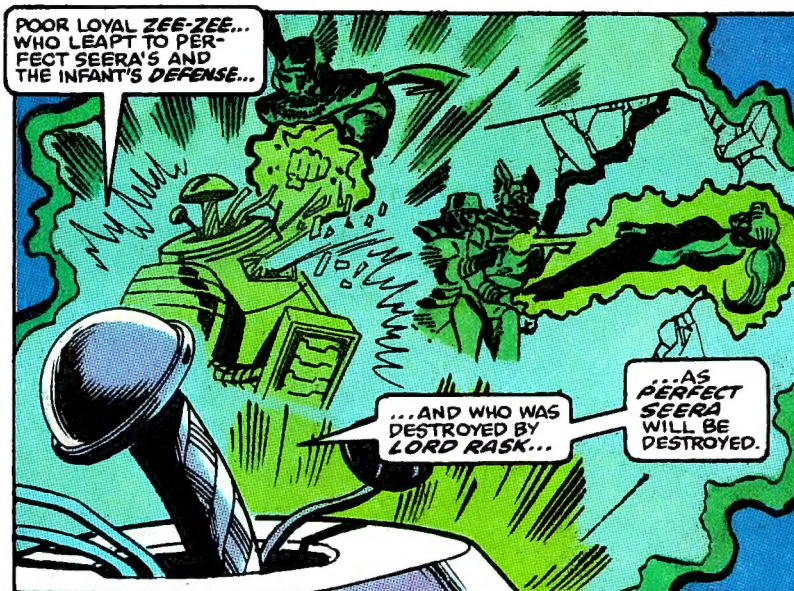
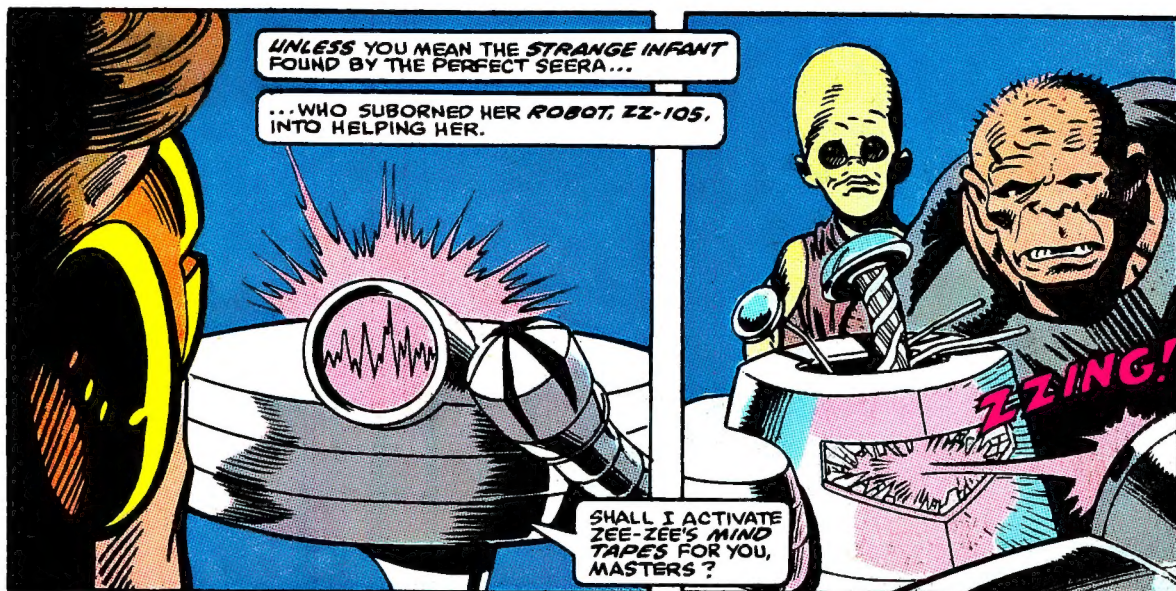
THE BEGINAGAIN PACIFISTS SAY NOTHING MORE.

THEY USE THEIR POWERS TO MODERATE THE SEVERITY OF THEIR PHYSICAL MUTATIONS, ANGERING BOTH THE CHOSEN, WHO DEMAND PHYSICAL PERFECTION, AND REJECTS, WHO FEEL THAT THEIR INTERFERENCE WITH NATURE DEFILS THEM.

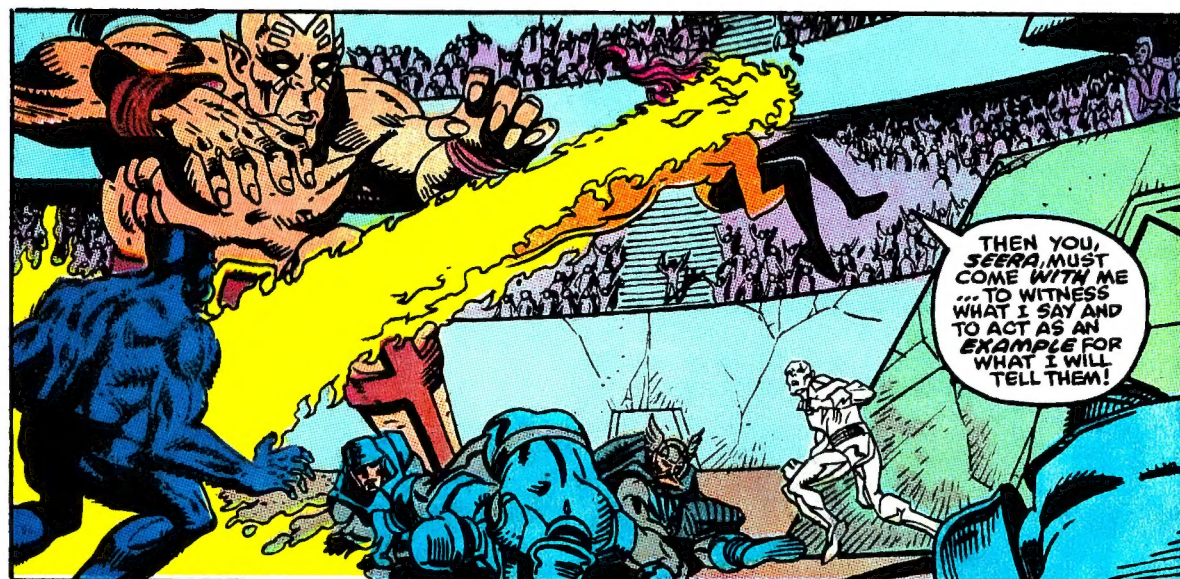
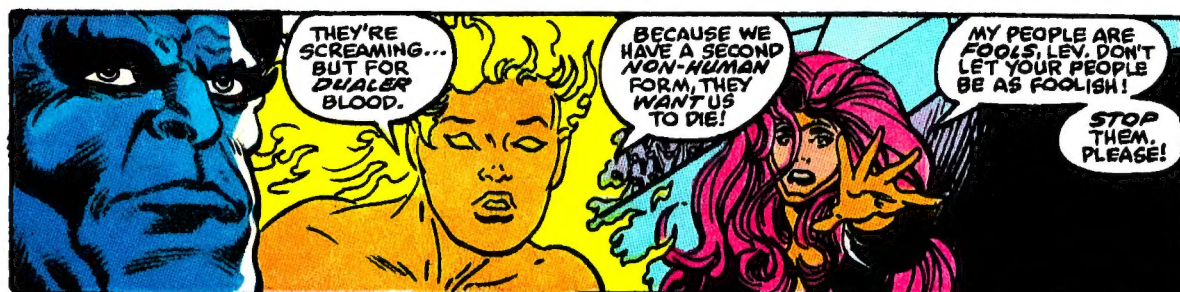
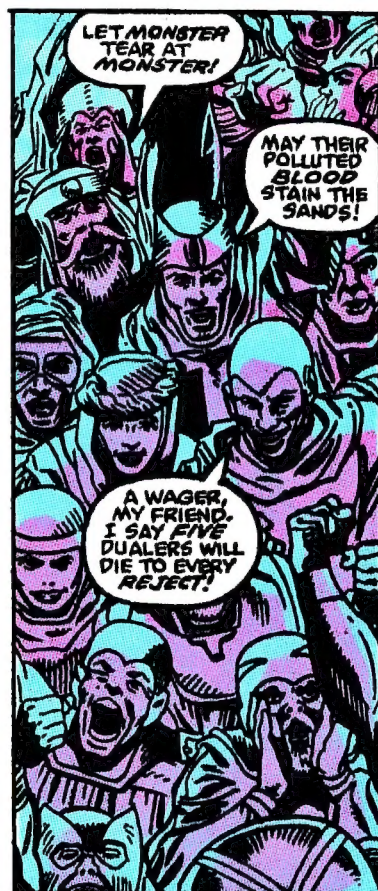
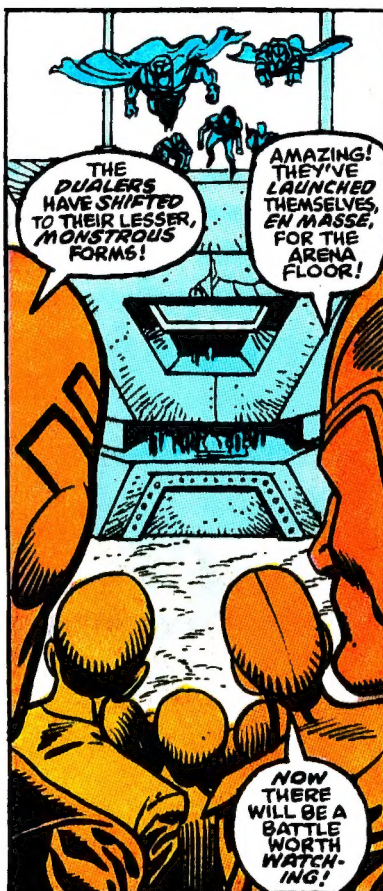




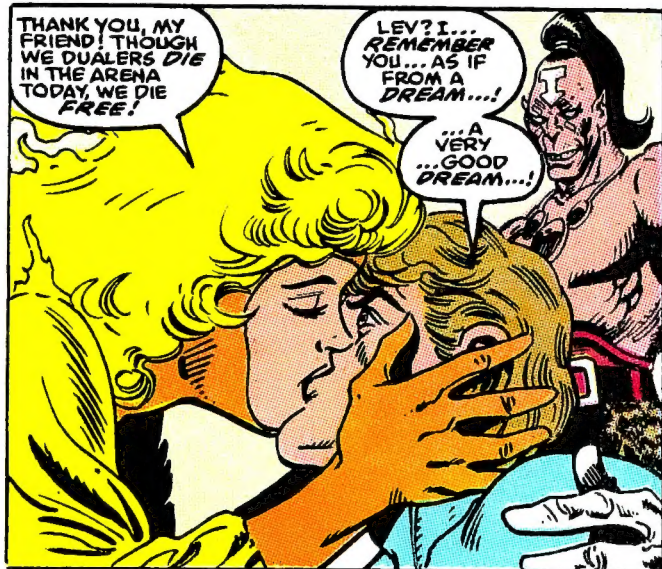
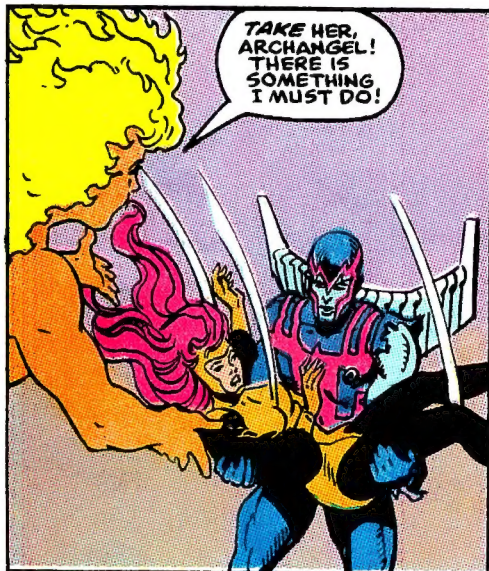
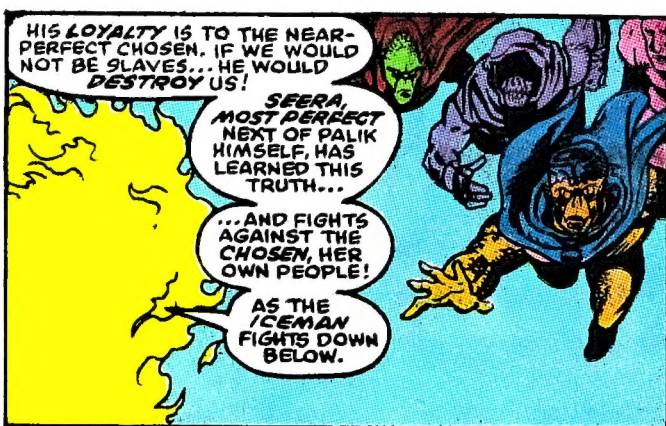




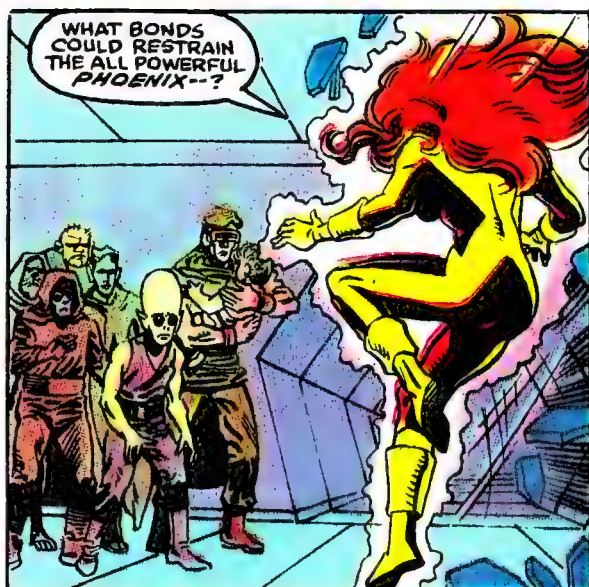
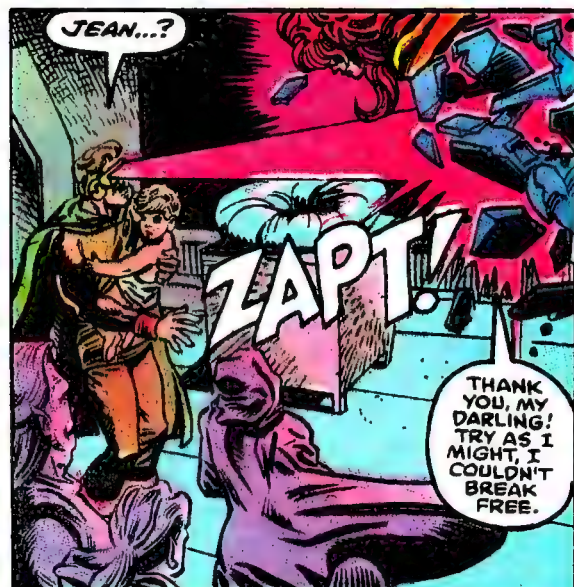
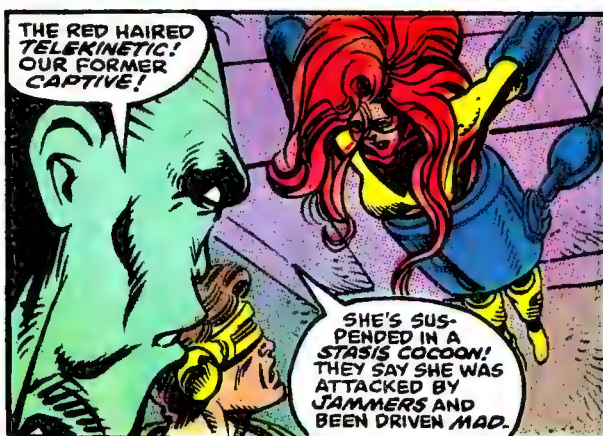




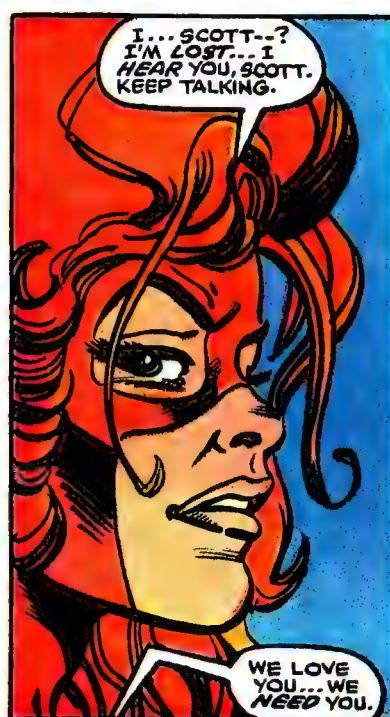
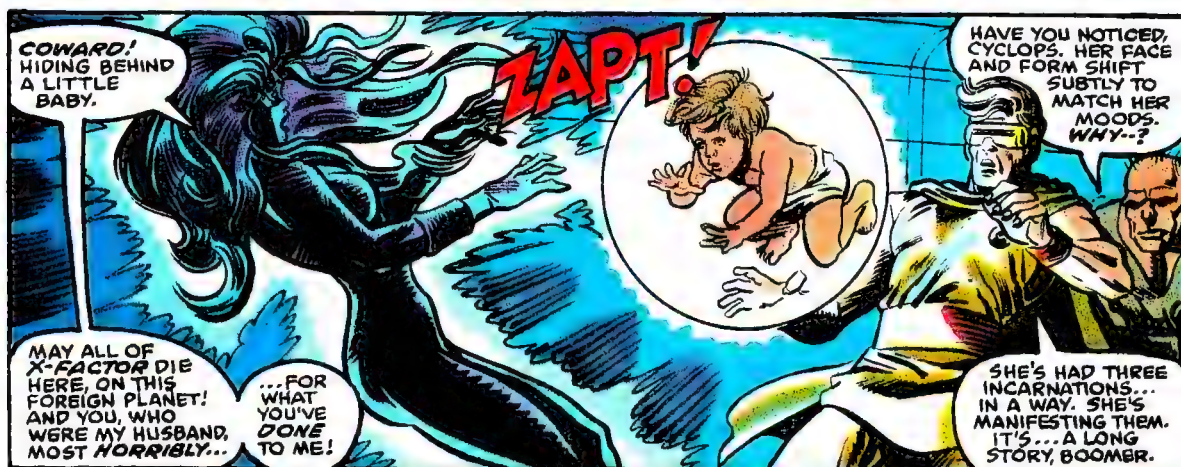
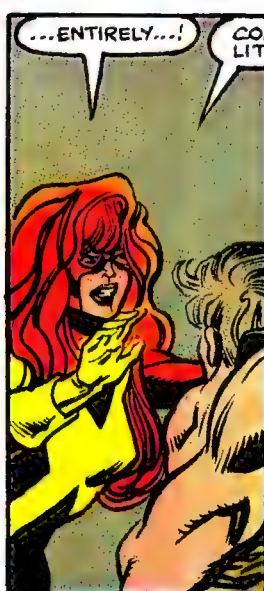
















KEEP TALKING... PLEASE... SO I CAN FOLLOW YOUR VOICE...



...HOME... SCOTT? CHRISTOPHER, BABY...?  
I WAS INSIDE... I COULDN'T GET OUT... UNTIL YOU CALLED ME... AND I HAD TO COME.  
SCOTT, WHAT... WHAT'S HAPPENED?



WE DID IT! WE FREED HER!  
AND ACQUIRED A FORMIDABLE ALLY.

YEAH. NOW-- FOR PHASE TWO.

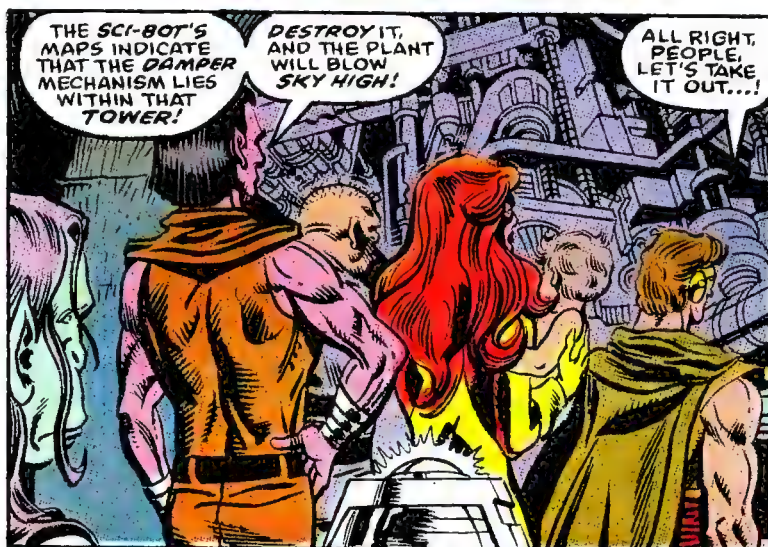
THE PLANT WHICH POWERS THE CHOSEN CITY IS SERVICED BY ROBOT TECHNICIANS. THEIR HUMAN SUPERVISORS, CHOSEN FROM AMONG THE PERFECT AND LARGELY SUPERFLUOUS, ARE IN THE ARENA...

...AND SO MISS THE STRANGE COALITION WHICH STROLLS UNCHALLENGED THROUGH ITS GATES...



MADELYNE AND PHOENIX ARE INSIDE ME, FIGHTING TO GET FREE.

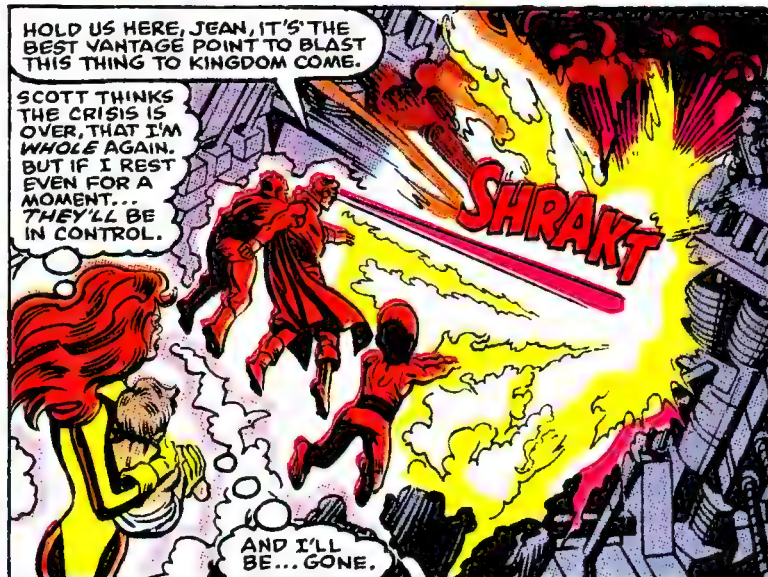
CAN I LIVE THIS WAY FOR THE REST OF MY LIFE... EVERY MOMENT A STRUGGLE TO MAINTAIN DOMINANCE...?



THE SCI-BOT'S MAPS INDICATE THAT THE DAMPER MECHANISM LIES WITHIN THAT TOWER!

DESTROY IT, AND THE PLANT WILL BLOW SKY HIGH!

ALL RIGHT, PEOPLE, LET'S TAKE IT OUT...!



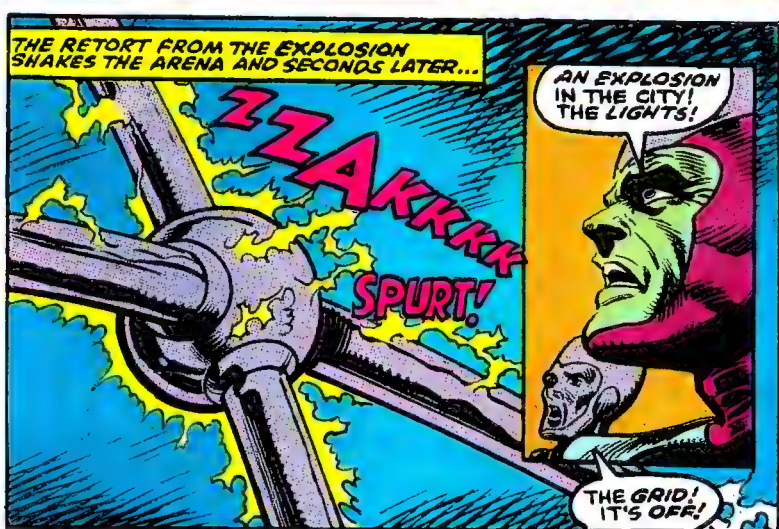
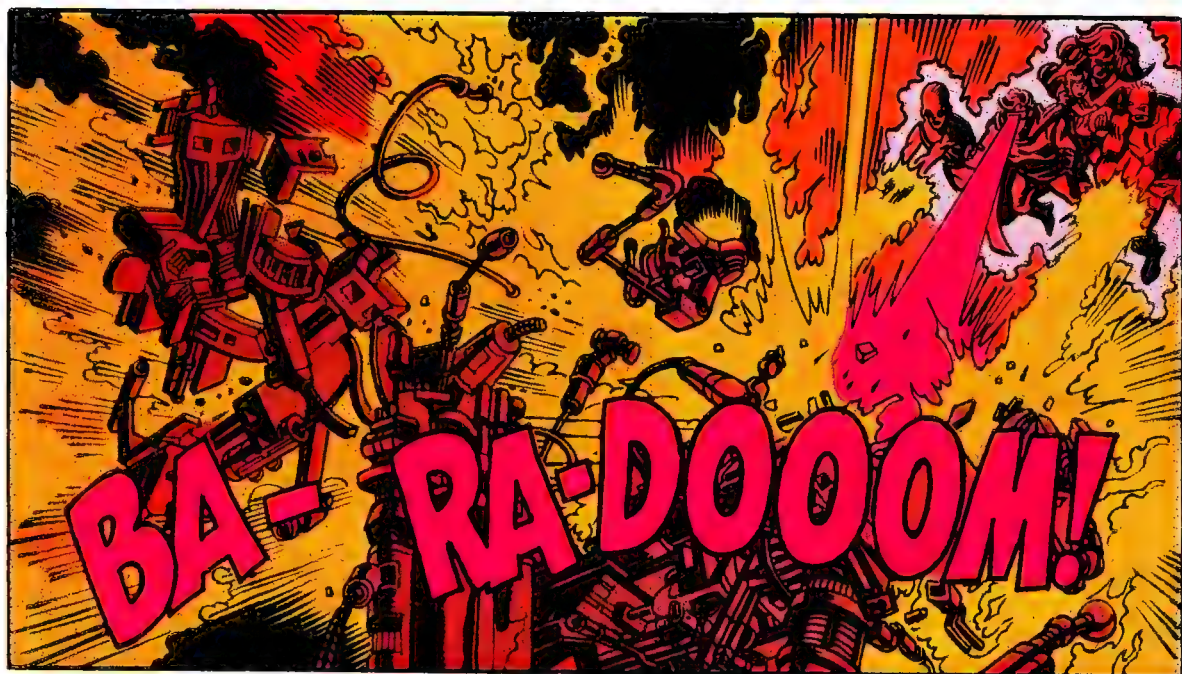
HOLD US HERE, JEAN, IT'S THE BEST VANTAGE POINT TO BLAST THIS THING TO KINGDOM COME.

SCOTT THINKS THE CRISIS IS OVER, THAT I'M WHOLE AGAIN. BUT IF I REST EVEN FOR A MOMENT... THEY'LL BE IN CONTROL.

SHRAKT

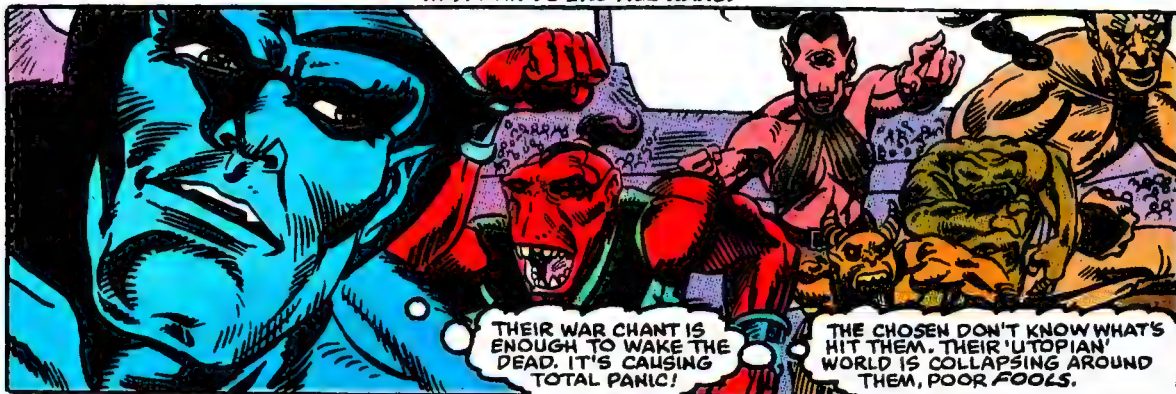
AND I'LL BE... GONE.







AND, AS IF TO ANSWER THE BEAST'S PLEA, THE GROUND TREMBLES, AS CYCLOPEAN WAR-CHIEF ZHARKAN LEADS HER MONSTROUS WARRIORS FROM A THOUSAND REJECT TRIBES INTO THE ARENA TO GRAPPLE WITH THE CHOSEN IN A WAR TO END ALL WARS.



THEIR WAR CHANT IS ENOUGH TO WAKE THE DEAD. IT'S CAUSING TOTAL PANIC!

THE CHOSEN DON'T KNOW WHAT'S HIT THEM. THEIR 'UTOPIAN' WORLD IS COLLAPSING AROUND THEM, POOR FOOLS.

AND AS CHAOS FILLS THE ARENA, ONE FIGURE APPROACHES THE CENTRAL THRONE, UNTOUCHED BY ANY EMOTION, SAVE OUTRAGE.

YOU, MOST PERFECT PALIK, BRAVE LEADER OF THE CHOSEN WHO HIDES BEHIND A GRID, WHILE OTHERS FIGHT AND DIE FOR YOUR PLEASURE...

...WHAT WILL YOU DO, NOW THAT YOUR GRID IS GONE?

DYKON, THE SON OF THE BEGINAGAINS' CHIEFTAIN. I HAVE HEARD OF YOU.

YOU CARRY IN EACH FIST THE POWER OF AN EARTH-QUAKE...

...BUT THE TEACHINGS OF YOUR COWARD FATHER FORBID YOU TO USE IT TO HARM A LIVING BEING!

WHAT FOOLS YOU BEGINAGAINS ARE! WORSE THAN THE REJECTS... WHO AT LEAST PRODUCE BRAVE WARRIORS!

BACK, MONSTER! I HAVE MY POWERS, AS YOU HAVE YOURS...

...AND I HAVE NO SCRUPLES AGAINST USING THEM-- ON YOU!



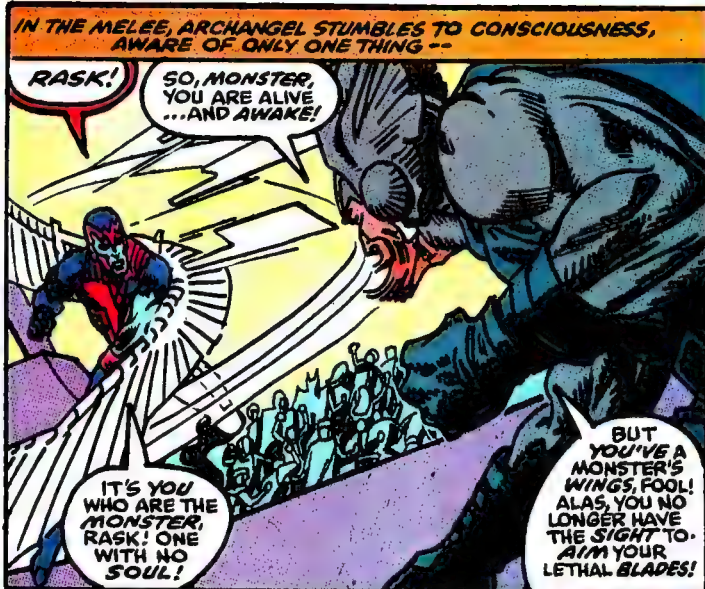
I CAN'T... I MUST NOT GO AGAINST MY FATHER'S TEACHINGS... AND YET PALIK DESERVES TO DIE!



BEHOLD, ANOTHER OF THE SPACE GODS IS LANDING. THEY SEEM ALMOST TO SURROUND US HERE!

I LIKE IT NOT!









LOOK... THE ONE CALLED DYKON CRIES OUT IN AGONY!

GO, BEAST. SEE TO YOUR FRIEND /CEMAK, WHILE I ENGAGE MOST PERFECT PALIK!



I'VE KNOWN PALIK SINCE I WAS SMALL. HE TAUGHT ME, WAS OFTEN KIND... AND YET, ON A MATTER OF PRINCIPLE AND PRIDE HE WOULD HAVE LET ME DIE.

HE ACTS ON TWISTED VALUES... WHICH REFLECT THE SOCIETY IN WHICH HE WAS RAISED.



MY FATHER'S PRECEPTS TEACH THAT WE MUST NOT USE OUR POWERS TO HARM ANOTHER...

...AND SO, MY SEISMIC POWERS WILL SIMPLY ROCK YOU... GENTLY... DOWN TO EARTH, GOOD PALIK.



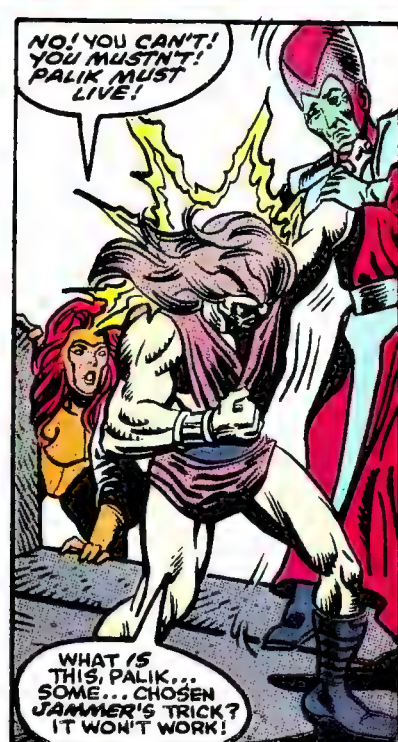
THE EARTH SHUDDERS BUT NO ONE NOTICES, AS CHOSEN REJECTS FIGHT, POWER AGAINST POWER, AND THE ARENA FLOOR IS LITTERED WITH THE DEAD AND DYING...



TO BORROW YOUR OWN WORDS, PALIK, TO MOCK A PRINCE OF THE BEGINAGAINS, IS TO COURT DESTRUCTION!

I DO NOT NEED MY POWER, OR MY SIGHT. THESE MONSTER'S HANDS WILL SERVE TO DESTROY YOU!

NO!



NO! YOU CAN'T! YOU MUSTN'T! PALIK MUST LIVE!

WHAT IS THIS, PALIK... SOME... CHOSEN JAMMER'S TRICK? IT WON'T WORK!









NOT WHEN I CAN KILL YOU JUST AS WELL FROM A DISTANCE.

CLOSER? INTO THE RANGE OF YOUR RAZOR SHARP WINGS? I THINK NOT, MONSTER.



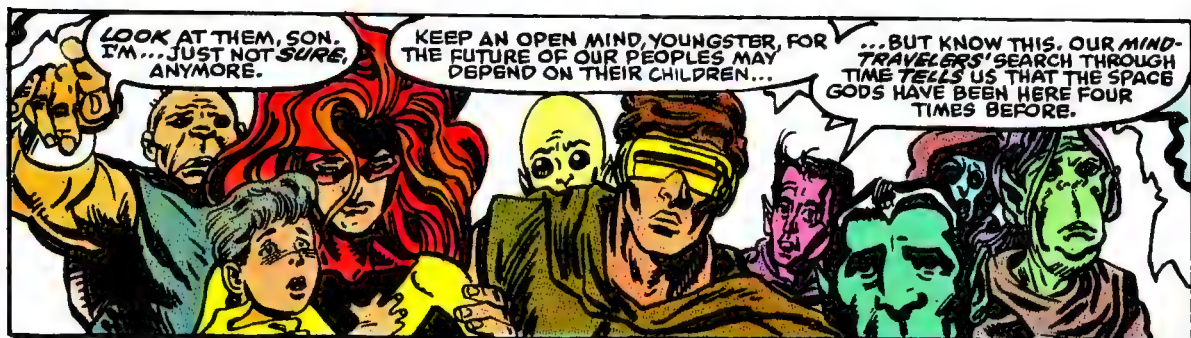
THAT BLAST WAS CLOSE.

BY SOME MIRACLE, MY SIGHT HAS BEEN RESTORED, RASK. I'M NOT A HELPLESS VICTIM ANY MORE!



IF THAT WAS YOUR BEST SHOT, IT WILL ALSO BE YOUR LAST!

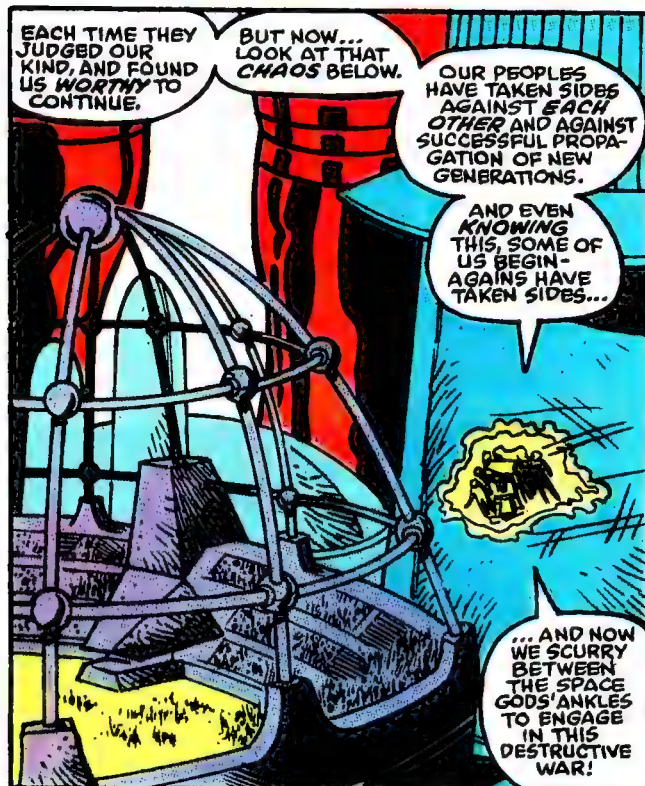




LOOK AT THEM, SON. I'M... JUST NOT SURE ANYMORE.

KEEP AN OPEN MIND, YOUNGSTER, FOR THE FUTURE OF OUR PEOPLES MAY DEPEND ON THEIR CHILDREN...

...BUT KNOW THIS. OUR MIND-TRAVELERS' SEARCH THROUGH TIME TELLS US THAT THE SPACE GODS HAVE BEEN HERE FOUR TIMES BEFORE.



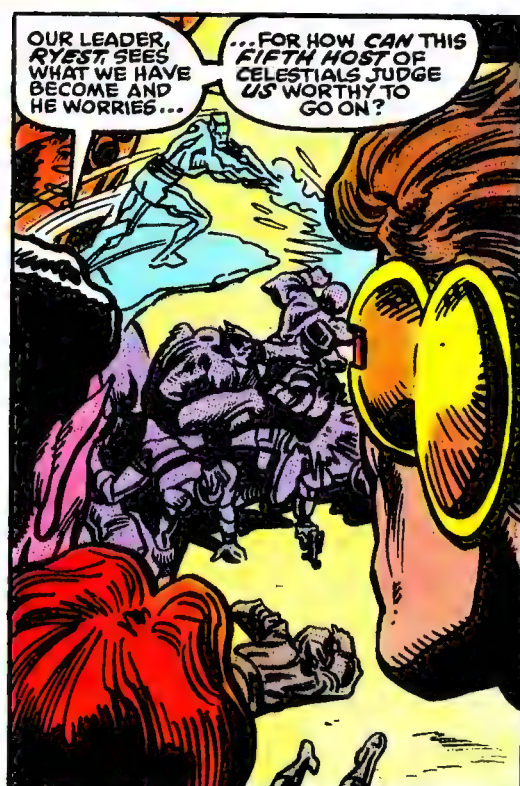
EACH TIME THEY JUDGED OUR KIND, AND FOUND US WORTHY TO CONTINUE.

BUT NOW... LOOK AT THAT CHAOS BELOW.

OUR PEOPLES HAVE TAKEN SIDES AGAINST EACH OTHER AND AGAINST SUCCESSFUL PROPAGATION OF NEW GENERATIONS.

AND EVEN KNOWING THIS, SOME OF US BEGIN-AGAINS HAVE TAKEN SIDES...

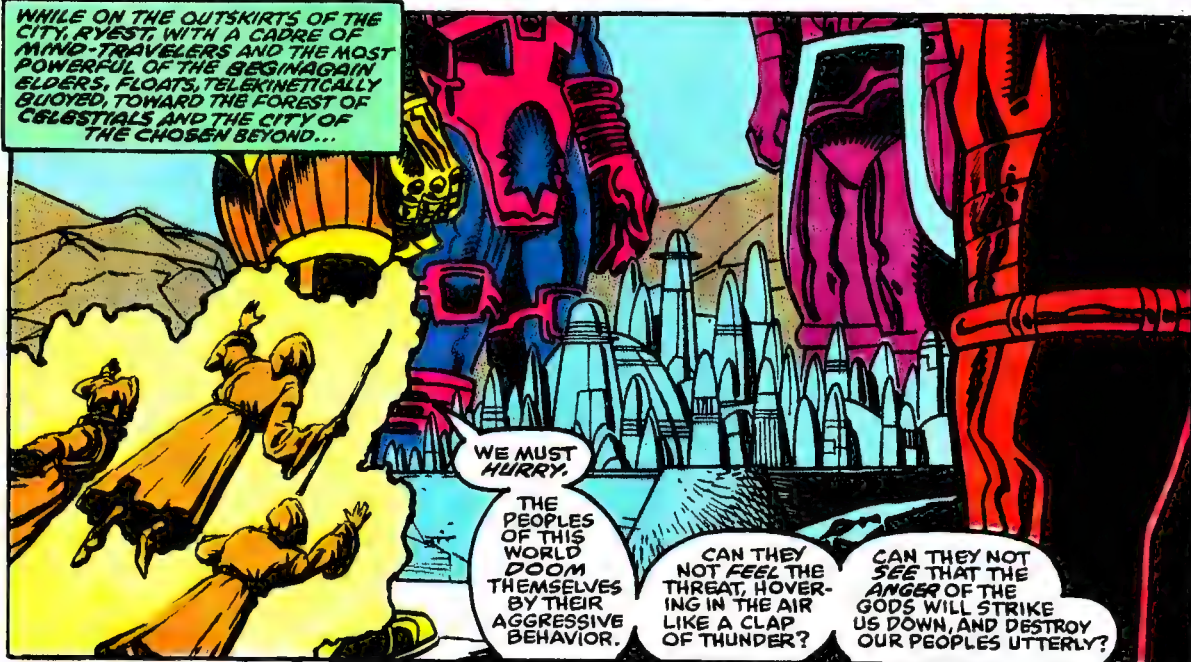
...AND NOW WE SCURRY BETWEEN THE SPACE GODS' ANKLES TO ENGAGE IN THIS DESTRUCTIVE WAR!



OUR LEADER, RYEST, SEES WHAT WE HAVE BECOME AND HE WORRIES...

...FOR HOW CAN THIS FIFTH HOST OF CELESTIALS JUDGE US WORTHY TO GO ON?

WHILE ON THE OUTSKIRTS OF THE CITY, RYEST, WITH A CADRE OF MIND-TRAVELERS AND THE MOST POWERFUL OF THE BEGINAGAIN ELDERS, FLOATS, TELEKINETICALLY BUOYED, TOWARD THE FOREST OF CELESTIALS AND THE CITY OF THE CHOSEN BEYOND...



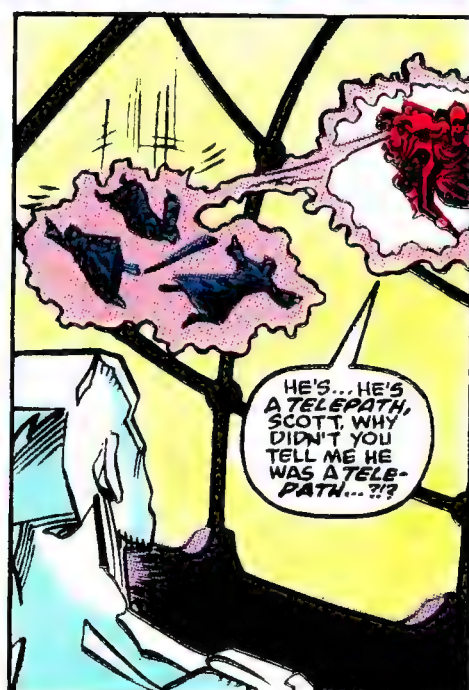
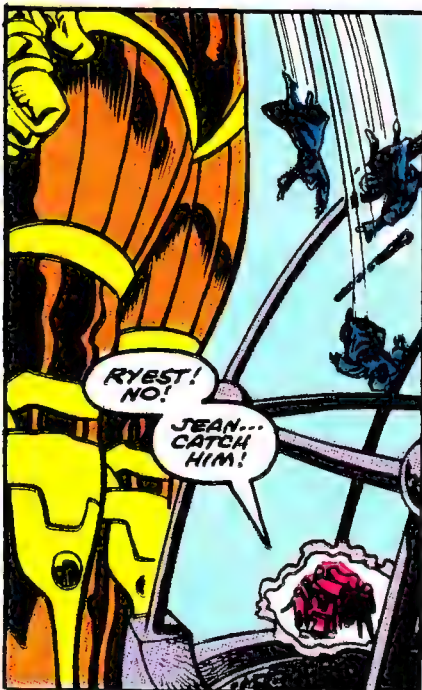
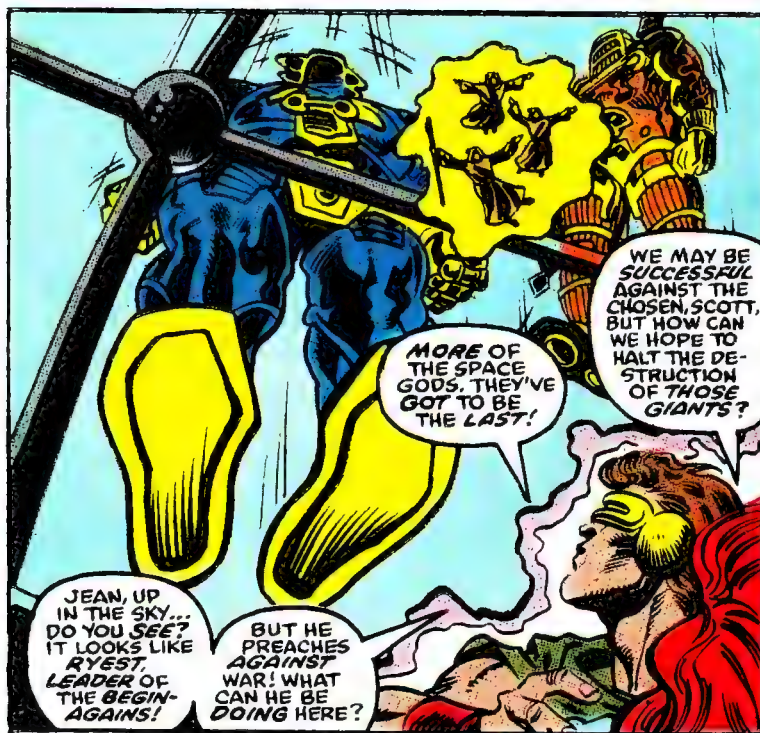
WE MUST HURRY.

THE PEOPLES OF THIS WORLD DOOM THEMSELVES BY THEIR AGGRESSIVE BEHAVIOR.

CAN THEY NOT FEEL THE THREAT, HOVERING IN THE AIR LIKE A CLAP OF THUNDER?

CAN THEY NOT SEE THAT THE ANGER OF THE GODS WILL STRIKE US DOWN, AND DESTROY OUR PEOPLES UTTERLY?









MY MIND  
...IT...  
HURTS!

THE FIT  
BETWEEN  
OUR MINDS  
IS IMPERFECT,  
DAUGHTER.

BUT THAT  
WE CAN  
COMMUNICATE  
IN THIS WAY AT  
ALL, IS A  
MIRACLE.



POWERFUL  
INTERCEPTIVE  
TELEPATH  
THOUGH I AM...  
I CANNOT READ  
THE THOUGHTS  
OF THE OTHERS  
OF YOUR KIND...

...BUT YOUR  
INTERACTION  
WITH OUR  
PSYCHIC  
JAMMERS  
HAS RIPPED  
NEW PATH-  
WAYS THROUGH  
YOUR MIND...

...AND  
THERE IS  
SOMETHING  
IN YOU...A  
SOUL OF  
FIRE AND  
PAIN...  
THAT CRIES  
OUT TO THE  
INFINITE.

UNLESS WE STOP THE SPACE GODS, WE'LL  
ALL BE PARTICLES OF THE INFINITE!



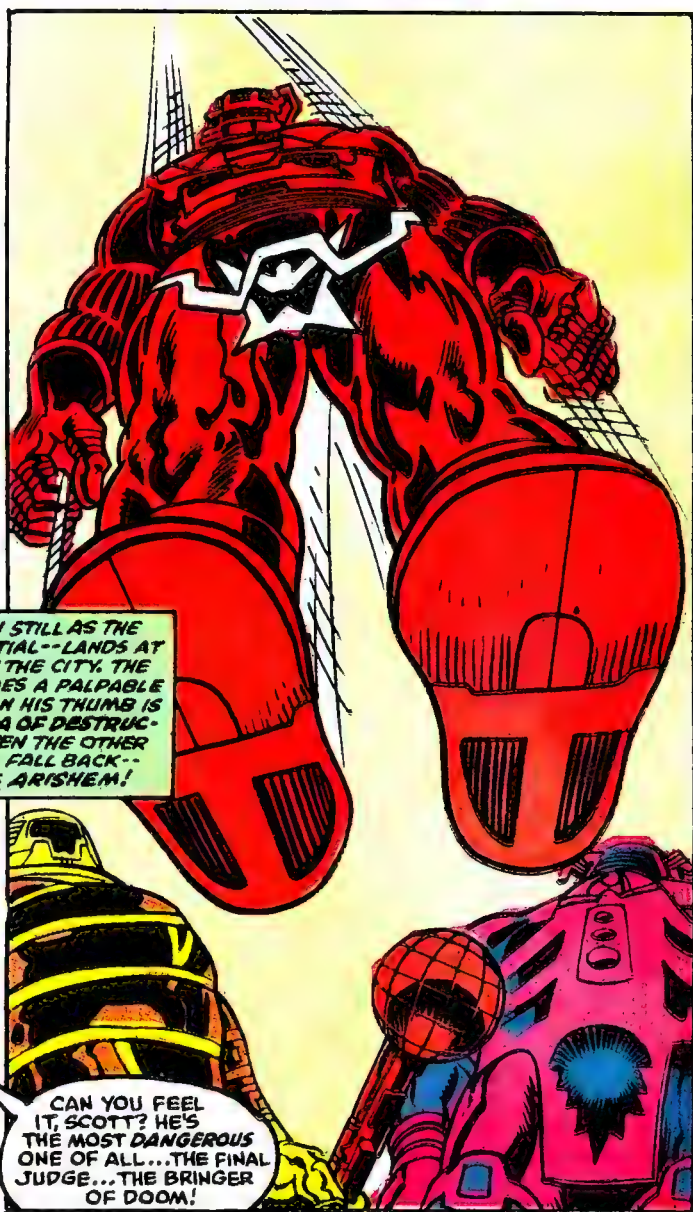
THEN WE  
MUST NOT  
LET THAT  
HAPPEN.



DYKON, MY  
SON! ALL OF YOU  
BELOW! JUDGE-  
MENT IS UPON  
US!

CEASE  
YOUR SENSE-  
LESS BATTLING  
AND LOOK UP!

CHOSEN AND  
REJECTS, IN  
DEADLY COM-  
BAT, TURN  
THEIR EYES  
TO HEAVEN...

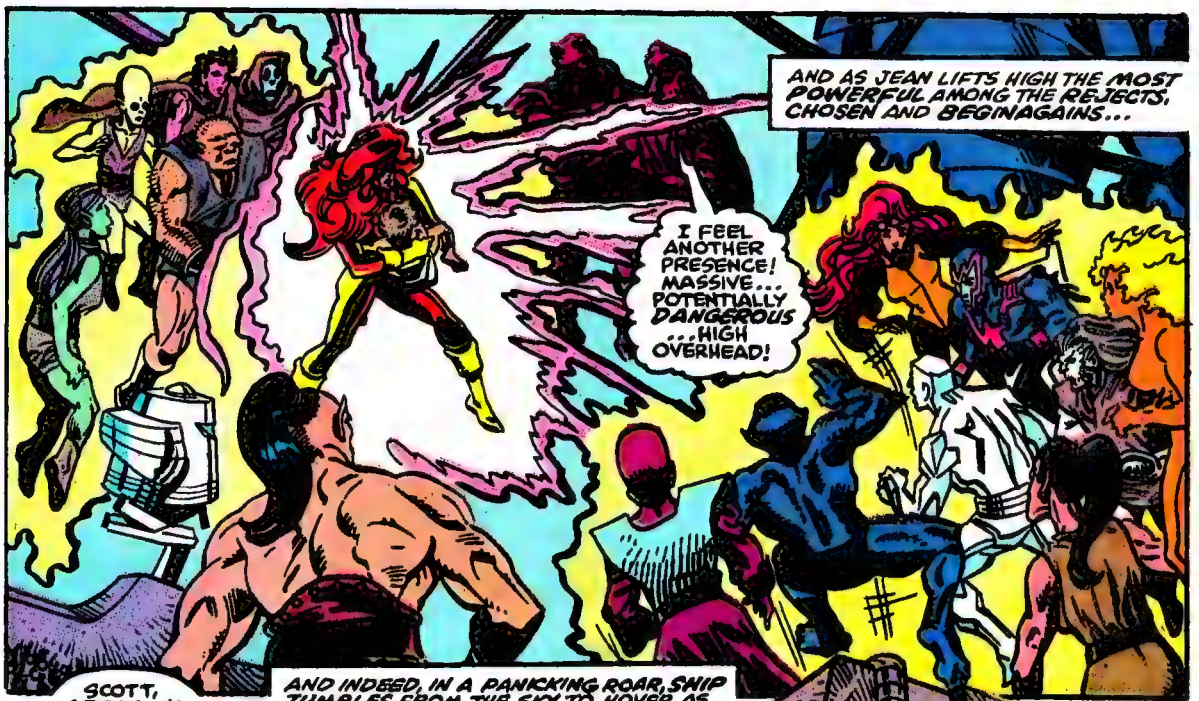


...AND GROW STILL AS THE  
FINAL CELESTIAL--LANDS AT  
THE EDGE OF THE CITY. THE  
FEAR BECOMES A PALPABLE  
THING, FOR ON HIS THUMB IS  
THE FORMULA OF DESTRUC-  
TION. AND EVEN THE OTHER  
SPACE GODS FALL BACK--  
FOR THIS IS ARISHEM!

CAN YOU FEEL  
IT, SCOTT? HE'S  
THE MOST DANGEROUS  
ONE OF ALL...THE FINAL  
JUDGE...THE BRINGER  
OF DOOM!







AND AS JEAN LIFTS HIGH THE MOST POWERFUL AMONG THE REJECTS, CHOSEN AND BEGIN AGAIN...

I FEEL ANOTHER PRESENCE! MASSIVE... POTENTIALLY DANGEROUS ...HIGH OVERHEAD!

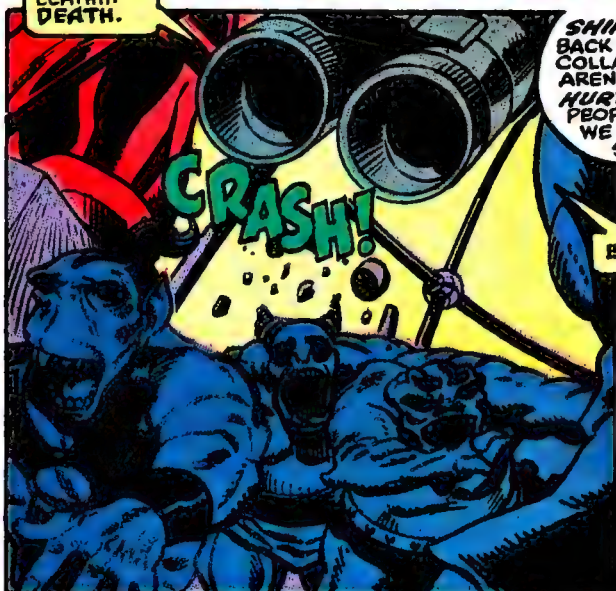
SCOTT, LOOK! IT'S OUR SHIP! SOMEHOW IT'S ESCAPED

AND INDEED, IN A PANICKING ROAR, SHIP TUMBLES FROM THE SKY TO HOVER AS CLOSE TO ITS HUMAN MASTERS AS POSSIBLE...



X-FACTOR, MY FRIENDS, WE MUST LEAVE THIS DOOMED PLANET.

TO STAY IS CERTAIN DEATH.



CRASH!

SHIP...NO! BACK UP! YOU'LL COLLAPSE THE ARENA... AND HURT THE VERY PEOPLE THAT WE HOPE TO SAVE!

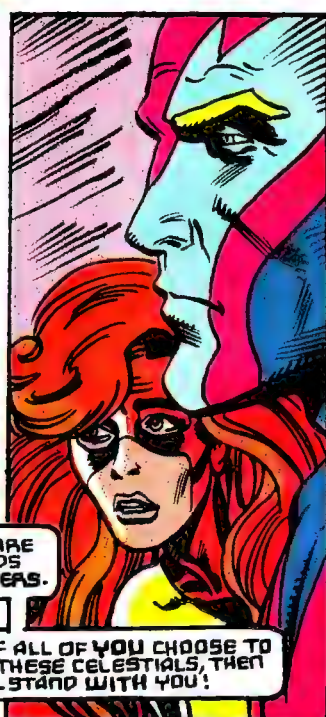
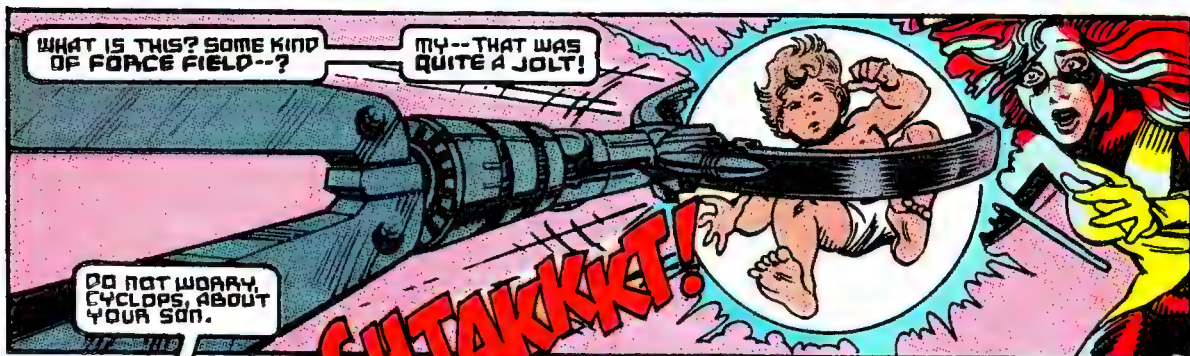
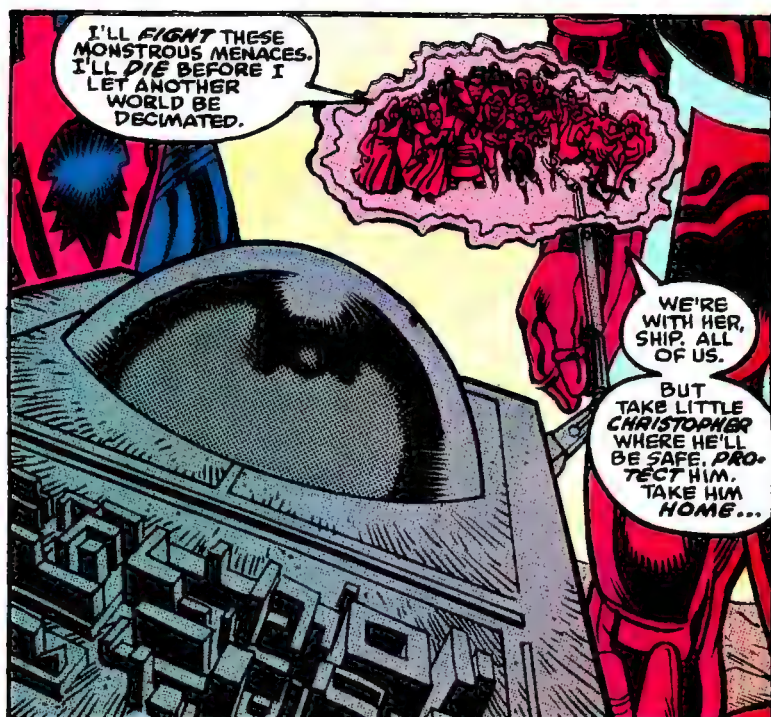
BUT...

SHIP, LISTEN TO ME... WE WON'T ABANDON THIS WORLD TO BE DESTROYED BY THOSE GIANTS...

...AS YOU WOULD NOT ESCAPE INTO SPACE AND ABANDON US!







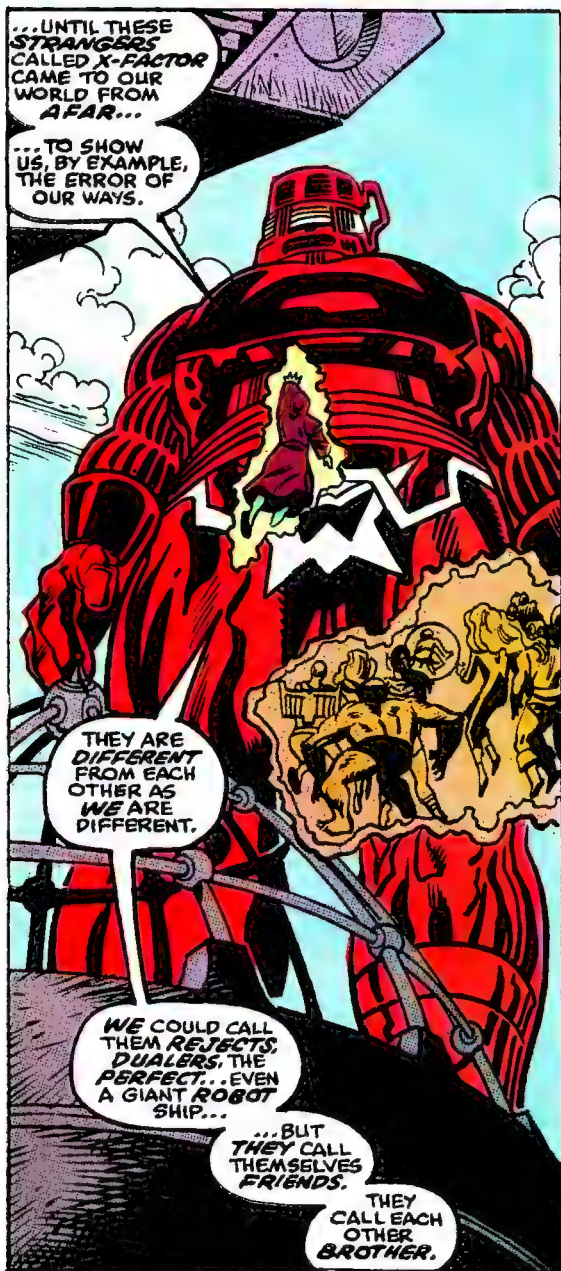




ENOUGH TALK! FOR THE MOMENT IS AT HAND! THERE, YOU SEE **GREAT ARISHEM** BEGIN TO RAISE HIS HAND. **HE** IS THEIR CHIEF... AND OUR GREATEST **ENEMY**.

FOR IN THAT SEEMINGLY INNOCENT GESTURE, HE WILL DESTROY THIS WORLD... IF WE LET HIM.

BUT MORE THAN HE, **WE** OF THIS WORLD HAVE BEEN OUR OWN ENEMIES...



...UNTIL THESE **STRANGERS** CALLED **X-FACTOR** CAME TO OUR WORLD FROM **AFAR**...

...TO SHOW US, BY EXAMPLE, THE ERROR OF OUR WAYS.

THEY ARE DIFFERENT FROM EACH OTHER AS **WE** ARE DIFFERENT.

**WE** COULD CALL THEM **REJECTS**, **DUALERS**, THE **PERFECT**... EVEN A **GIANT ROBOT SHIP**...

...BUT **THEY** CALL THEMSELVES **FRIENDS**.

THEY CALL EACH OTHER **BROTHER**.



CAN WE DO LESS THAN FOLLOW THEIR LEAD AND UNITE AGAINST THIS GREAT ENEMY...

...WHO WOULD DESTROY US BEFORE WE DESTROY EACH OTHER?

OR PERHAPS, TRAGICALLY JUST AS WE ARE ALLOWED TO SEE HOW WE CAN LIVE TOGETHER.

WHAT RIGHT HAVE THE **SPACE GODS** TO DECIDE OUR FATE?

I SAY TO YOU--**UNITE!**

DRIVE THE **SPACE GODS** FROM OUR PLANET... NEVER TO RETURN AGAIN!





I, **MOST PERFECT PALIK**, LEADER OF THE CHOSEN, DECREE THAT IN THIS, THE BEGIN AGAIN LORD, RYEST, IS CORRECT!

DYKON AND HIS FRIENDS ICEMAN AND THE ARCH-ANGEL IN DEFEATING LORD RASK...

... HAVE SAVED YOUR PERFECT GOVERNMENT FROM OVER-THROW AT RASK'S HANDS.

I DECLARE THAT **X-FACTOR** AND THE **BEGIN-AGAIN** ARE NOW THE **ALLIES** OF THE CHOSEN...



...AND THAT WE SHOULD JOIN WITH THEM IN DEFEATING OUR COMMON AND TRUE ENEMY...

...THE **SPACE GOD**, WHO WITH THE WAVE OF A HAND, WOULD DESTROY US ALL..

SPOKEN, PALIK, LIKE A **STATES-MAN** WHO RECOGNIZES WHEN HE HAS NO CHOICE...

...AND TURNS THE INEVITABLE TO HIS OWN ADVANTAGE.



I, **ZHARKAH**, LEADER OF THE REJECTS, ASK YOU, MY PEOPLE...

ARE THESE **SPACE GIANTS** ANY LESS OUR ENEMIES THAN THEIRS?

...CAN WE BE LESS OPEN TO CHANGE THAN THE CHOSEN?

ARE **X-FACTOR** NOT EVEN MORE OUR FRIENDS?



ATTACK THE **CELESTIAL SPACE GODS!**

AND IF THEY WILL RISK THEIR LIVES TO SAVE OUR WORLD, WHAT RIGHT HAVE WE TO HOLD BACK?

DRIVE THEM AWAY!

TOGETHER!

CAN YOU FEEL IT, **MARVEL GIRL**, THE POWER OF OUR UNITED PEOPLES?

WE ALL OF US HAVE SOMETHING OF THE DIVINE IN US, BUT RYEST HAS SHOWN US THAT YOU, JEAN GREY, HAVE SOME PART OF THE INFINITE.

LINK US. HELP US WIELD THE SYNERGISTIC POWER OF THIS WORLD TO DRIVE THESE GIANTS AWAY.



IT'S OUR ONE HOPE FOR VICTORY, **ZHARKAH!** I MUST DO AS YOU ASK...



AND YET, THE PHOENIX AND MADELYNE WHO HAUNT ME HUNGER FOR THE POWER YOU OFFER.

THEY'LL TRY TO WREST IT FROM ME!

YOU'LL FIND A WAY TO BEAT THEM, JEAN. FOR OUR SAKES, YOU HAVE TO TRY!



AND JEAN GUIDED  
GENTLY BY RYEST,  
REACHES OUT WITH  
SOMETHING MORE  
THAN HER MIND...

...TO LINK THE POWER OF  
THE CHOSEN TO THAT OF  
X-FACTOR AND THE BEGIN-  
AGAINS.

THEN, TOGETHER, THEY REACH OUT TO  
THE REJECTS... HEART TO HEART  
AND MIND TO MIND.

DIFFERENCE OF BODY AND BELIEF ARE  
FORGOTTEN AS SOULS, SO MUCH THE  
SAME, ARE LINKED...

...AND A RISING TIDE OF  
FAITH AND POWER RAGES  
ALMOST BEYOND CONTROL...

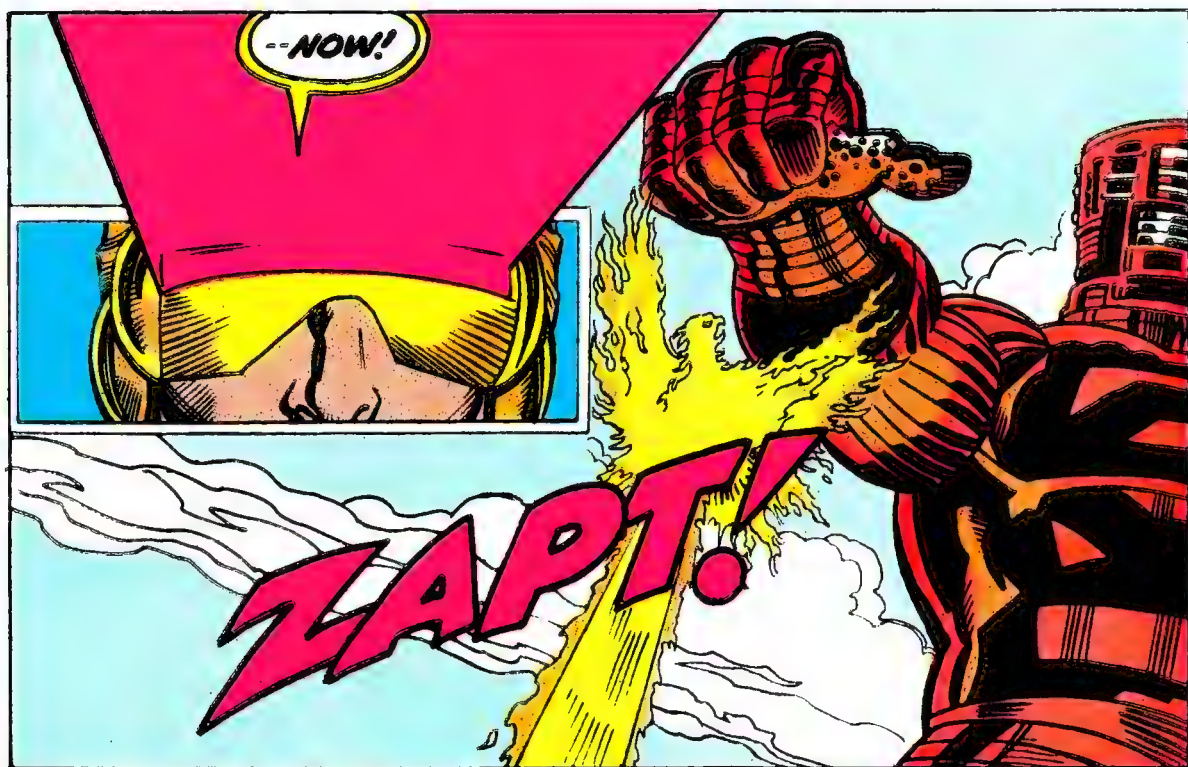
I AM THE  
VESSEL, SCOTT,  
BY VIRTUE OF  
THAT REMNANT  
OF THE PHOENIX  
POWER WITHIN  
ME...

... BUT I DARE NOT  
FOCUS OR WIELD  
SUCH ENERGY... WHAT  
IF THAT POWER CORRUPTS  
ME... THE PHOENIX IS  
WITHIN ME, REJOICING...  
AND I DON'T KNOW IF  
I CAN STOP HER.

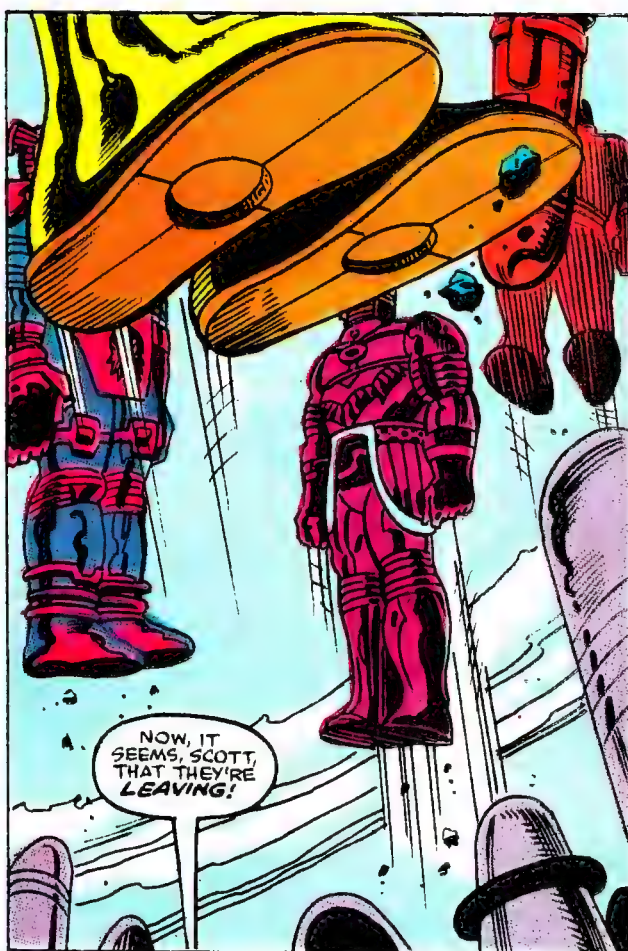
THEN LET ME HELP,  
JEAN. I'LL BE THE  
LENS FOR YOUR  
POWER! ARISHEM IS  
RAISING HIS ARM...

WE MUST  
STRIKE--









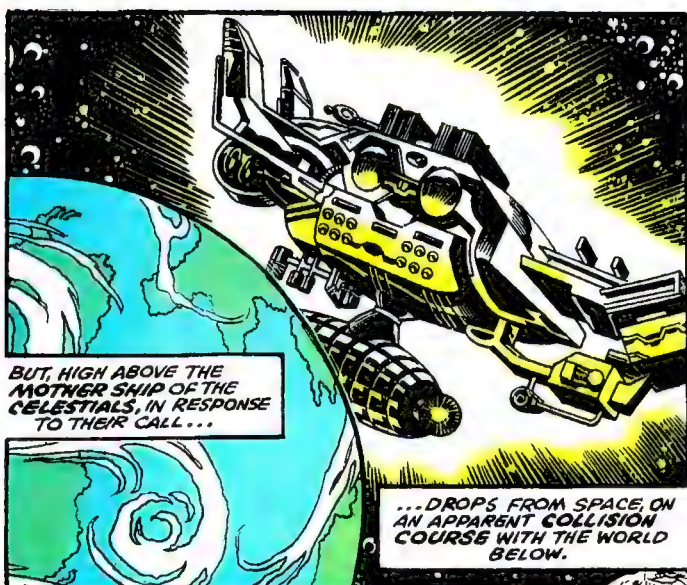




I CAN STILL REMEMBER THEIR LIVES... BUT LIKE A FADED STORY NOW, NOT LIKE I LIVED IT.

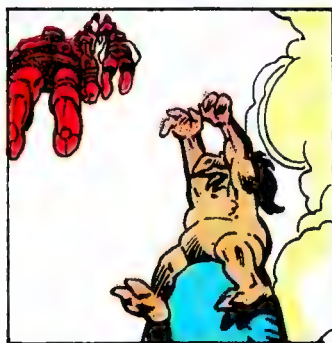
WE SAVED THIS WORLD, JEAN.

YES, BUT I'M THE ONE WHO'S FINALLY FREE.



BUT, HIGH ABOVE THE MOTHER SHIP OF THE CELESTIALS, IN RESPONSE TO THEIR CALL...

...DROPS FROM SPACE, ON AN APPARENT COLLISION COURSE WITH THE WORLD BELOW.



IN THE REJECT CITY, OLD VLON ON HIS TOWER, AWAKENED BY JEAN'S TELEPATHIC CALL, AND AWARE AFTER MANY YEARS OF DREAMS, LOOKS SKYWARD AS THE CELESTIALS DEPART...

...AND UTTERS A CRY OF HORROR, ECHOED BY THE REJECTS DOWN BELOW!

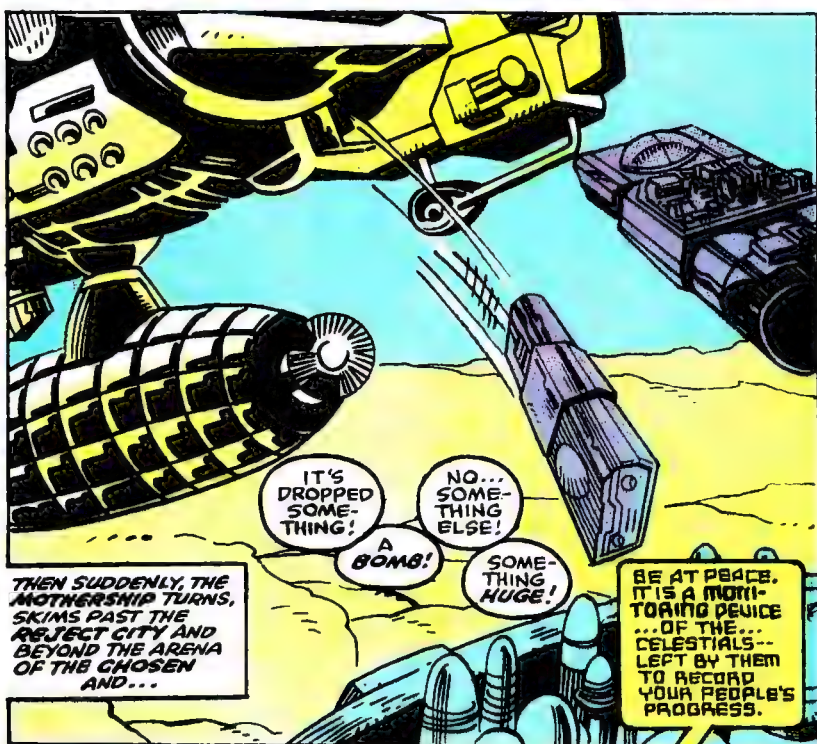


A METEOR!

A SHIP AS LARGE AS A MOON!

IT'S SWEEPING THE SPACE GODS INTO ITS INNARDS!

THEY'VE CALLED IT TO DESTROY US FOR OUR INSOLENCE.



IT'S DROPPED SOMETHING!

NO... SOMETHING ELSE!

A BOMB!

SOMETHING HUGE!

THEN SUDDENLY, THE MOTHERSHIP TURNS, SKIMS PAST THE REJECT CITY AND BEYOND THE ARENA OF THE CHOSEN AND...

BE AT PEACE. IT IS A MONITORING DEVICE... OF THE... CELESTIALS-- LEFT BY THEM TO RECORD YOUR PEOPLE'S PROGRESS.



AS YOU WERE, SHIP, WHEN YOU WERE FIRST CREATED?

THAT IS CORRECT, CYCLOPS. IT HAS THE POTENTIAL TO BE AS I AM.



THE VICTORY IS CELEBRATED FAR INTO THE NIGHT, AS CHOSEN AND REJECTS, WHILE NOT YET FRIENDS, AT LEAST BECOME ALLIES...

THE PEOPLE ARE CONFIDENT IN THEIR UNITED POWER TO DESTROY ANY EVIL...

... BUT THE BEGINAGAIN RULER, RYEST, TAKES A MORE REALISTIC VIEW.

IT SEEMS TODAY THAT WE HAVE DEFEATED THE SPACE GODS...



...WHOM X-FACTOR'S SHIP CALLS CELESTIALS. AND SO WE CELEBRATE.

BUT KNOW THIS, YE CHOSENS AND REJECTS AND BEGIN-AGAINS.

THE COMBINED POWER SUMMONED BY OUR PEOPLES... ALL THE POWER THAT WE HAD PUT BARELY A DENT IN THE CELESTIAL ARSENAL.

WHY, THEN, DID THEY LEAVE, RYEST?

BECAUSE THEY WISHED TO LEAVE, ZHARKAH.

I BELIEVE THAT THE TRUE FUNCTION OF THE CELESTIALS' FIFTH HOST IS TO FORCE A WORLD TO JUDGE ITSELF.

WHICH WE DID... BY UNITING, BECOMING ONE TO DESTROY THE HAND OF JUDGMENT...

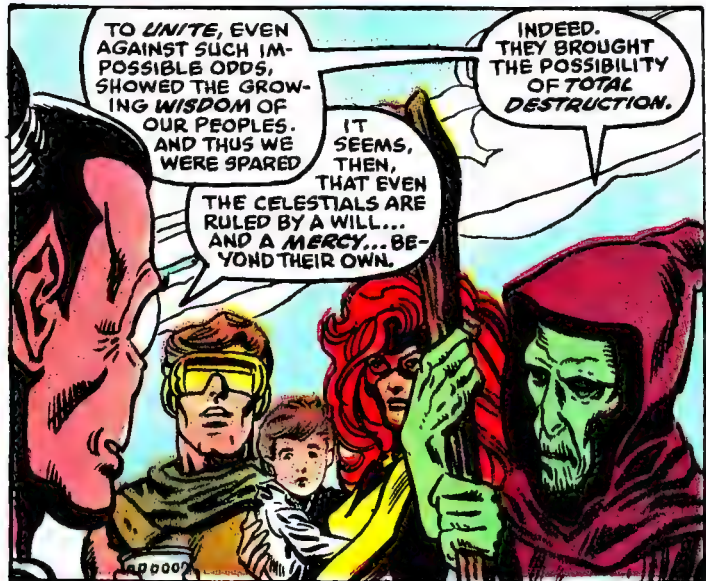
...A TARGET THEY CLEARLY OFFERED US... IN PLACE OF EACH OTHER.



TO UNITE, EVEN AGAINST SUCH IMPOSSIBLE ODDS, SHOWED THE GROWING WISDOM OF OUR PEOPLES. AND THUS WE WERE SPARED

IT SEEMS, THEN, THAT EVEN THE CELESTIALS ARE RULED BY A WILL... AND A MERCY... BEYOND THEIR OWN.

INDEED. THEY BROUGHT THE POSSIBILITY OF TOTAL DESTRUCTION.



BUT THEY ALSO BROUGHT US X-FACTOR.





DAWN BREAKS FINE AND CLEAR, AND WHILE THE FLESH-AND-BLOOD BEINGS CELEBRATED, THE MECHANICAL SENTIENTS HAVE BEEN HARD AT WORK...

...AND I HAVE...SPOKEN...TO THE INSTRUMENT DROPPED BY THE CELESTIALS, AND SHARED WITH IT MY OWN ACCUMULATED KNOWLEDGE.

IT IS NOT AWAKE YET...NOT AWARE. IT IS IN ITS INFANCY--AS WAS I WHEN I CAME TO EARTH.

BUT GIVEN TIME AND NEED, IT WILL AWAKEN

I HAVE REPROGRAMMED AND REPAIRED THE COMPUTERS OF THE CHOSEN AND BEGINAGAINS...

PERFECT SEERA, AT ARCHANGEL'S REQUEST, I HAVE REPAIRED YOUR PERSONAL ROBOT, ZZ-105.

ZEE-ZEE, YOU'RE ALIVE!

AND VERY WELL, THANK YOU. SHIP HAS REPAIRED ME...

...I AM NOW BETTER THAN BEFORE, AND FILLED WITH KNOWLEDGE.

YOU SACRIFICED YOURSELF FOR ME. I NEVER HAD THE CHANCE TO THANK YOU!

YOU HAVE THANKED ME, SEERA, BY LEARNING TO THINK AND ACT FOR YOURSELF, AS I, MYSELF, FOUND NECESSARY, LONG AGO.

YOU ARE A CREDIT TO MY TEACHING, AND I AM PROUD OF YOU.

YOU HAVE REASON TO BE PROUD, ZEE-ZEE. YOUR MISTRESS HAS EARNED YOUR LOYALTY, AS YOU HAVE EARNED HERS.

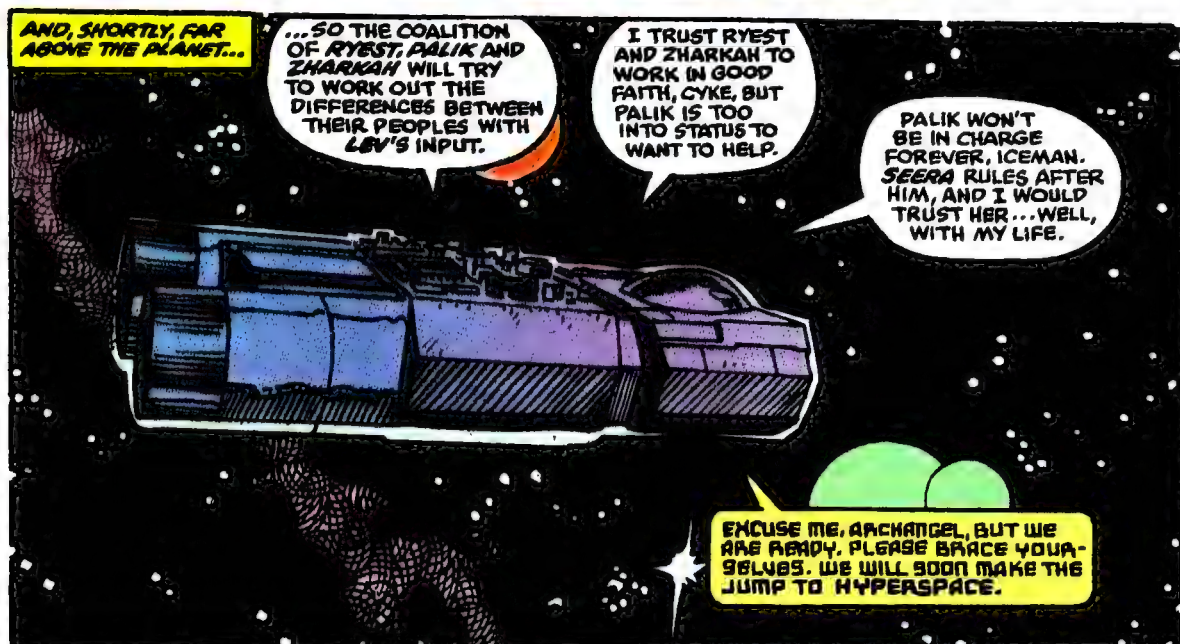
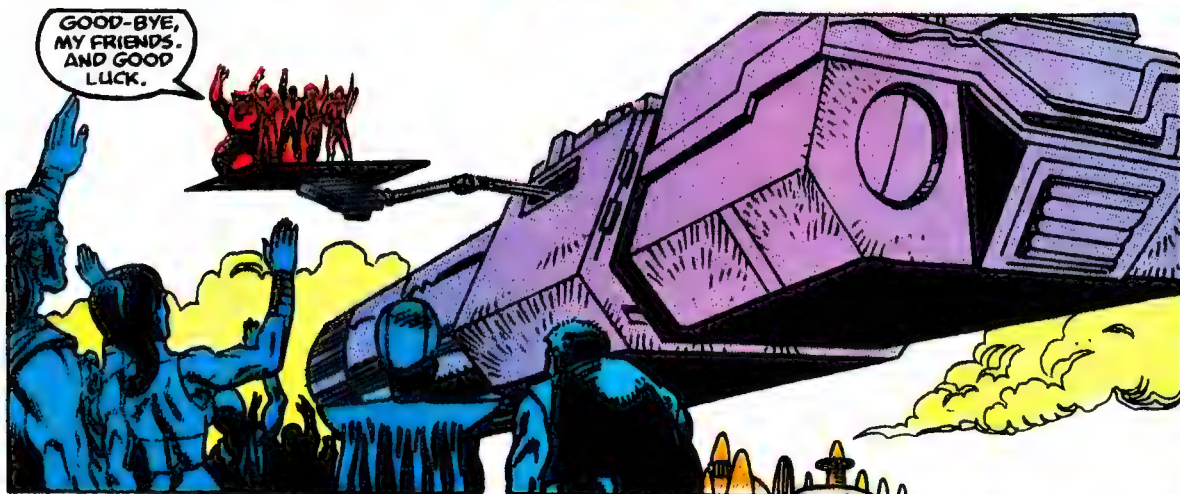
AND SOON...

THANKS, DYKON, FOR YOUR HELP IN THE ARENA.

GOOD-BYE, ZHARKAH. MAY YOU RULE WISELY AND WELL.

WE WILL MISS YOU, CYCLOPS! YOU ARE AS A SECOND SON TO ME, AND YOU HAVE BROUGHT US PEACE.









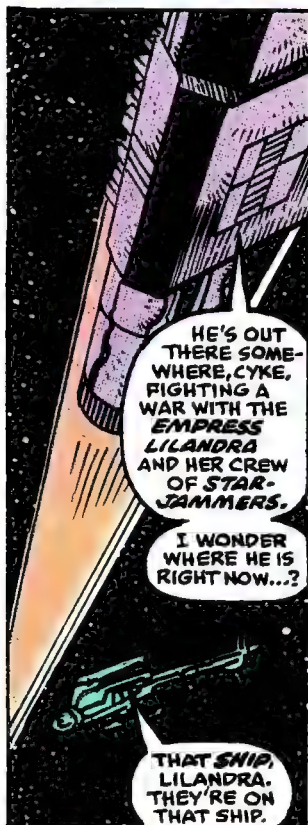
AS WE MADE THE JUMP, CYCLOPS, MY SENSORS INDICATED WE PASSED ANOTHER SHIP, BUT WERE BY IT SO FAST, I HAD NO TIME TO SCAN IT PROPERLY.

IT DOESN'T MATTER, SHIP, AS LONG AS IT POSED NO THREAT.

ODD, ISN'T IT, CYKE? A PLANET TEEMING WITH MUTANTS OF ALL SHAPES AND SIZES... WHERE THE PARA-NORMAL HAS BECOME THE NORM.

WHEN OUR MENTOR, PROFESSOR XAVIER, BROUGHT US TOGETHER, WE WERE AMONG THE FEW KNOWN MUTANTS ON EARTH.

I WONDER WHAT HE WOULD HAVE MADE OF A PLANET FILLED WITH MUTANTS?



HE'S OUT THERE SOMEWHERE, CYKE, FIGHTING A WAR WITH THE EMPRESS LILANDRA AND HER CREW OF STAR-JAMMERS.

I WONDER WHERE HE IS RIGHT NOW...?

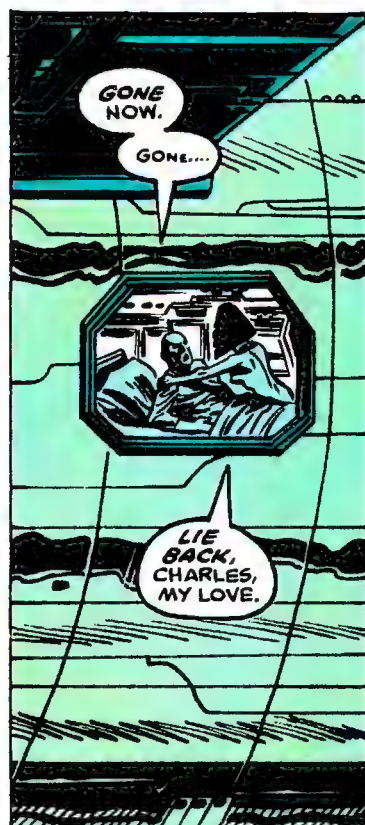
THAT SHIP, LILANDRA. THEY'RE ON THAT SHIP.



FOR AN INSTANT I FELT THEM.

MY STUDENTS... CYCLOPS, JEAN, BEAST, ICEMAN, ANGEL... CHANGED... BUT STILL THE SAME... MY ORIGINAL X-MEN.

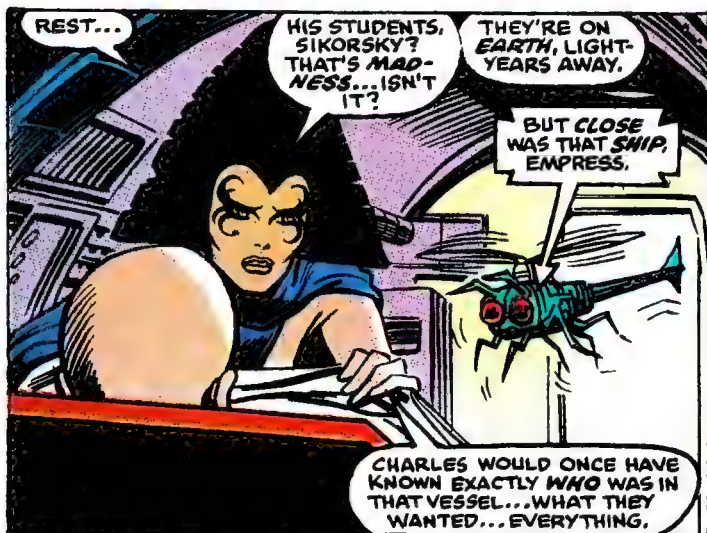
STILL THE HEROES I HAD KNOWN.



GONE NOW.

GONE....

LIE BACK, CHARLES, MY LOVE.



REST...

HIS STUDENTS, SIKORSKY? THAT'S MADNESS... ISN'T IT?

THEY'RE ON EARTH, LIGHT-YEARS AWAY.

BUT CLOSE WAS THAT SHIP, EMPRESS.

CHARLES WOULD ONCE HAVE KNOWN EXACTLY WHO WAS IN THAT VESSEL... WHAT THEY WANTED... EVERYTHING.



AND NOW HE'S GROWN SO WEAK. HE'S GETTING WORSE, ISN'T HE, SIKORSKY?

DELIRIOUS HE IS, LILANDRA. SINKING FAST. POSSIBILITY OF TERMINATION, FEAR I.





THE OTHER STAR-CRAFT, CYCLOPS THERE WAS SOMETHING... ODD ABOUT IT.

IT'S GONE NOW, WHO KNOWS WHERE. FORGET IT, SHIP, AND TAKE US HOME.



WE'VE LEFT THE *NEW* MUTANTS ALONE ON EARTH FAR TOO LONG.

YOU KNOW, THERE DO SEEM TO BE MORE MUTANTS BORN ON EARTH EVERY YEAR.

I WONDER WHAT SORT OF WORLD *OUR* KIND WILL CREATE IF *WE* ARE INDEED, THE NEXT EVOLUTIONARY STEP.



ALL OUR BRIEF GLIMPSES INTO THE *FUTURE* HINT AT *DARK DAYS* AHEAD, DAYS FILLED WITH PREJUDICE AND STRIFE.

AND YET, IN CHOOSING TO UNITE, THE CHOSEN, AND REJECTS, AND BEGINAGAINS GIVE ME HOPE...

...THAT, IN THE END, THE *GOOD* IN *ANY* PEOPLE WILL *DOMINATE* OVER THE EVIL AND PETTY.

THE PEOPLE OF THAT WORLD HAVE AWAKENED TO THEIR TRUE SELVES, X-FACTOR, IN GREAT PART BECAUSE OF YOU.



AS THEIR INTERACTION WITH THE CELESTIALS TESTED AND STRENGTHENED THEM...

...SO TOO OUR STRUGGLES AGAINST THE BACH-FIEND APOCALYPSE AND AGAINST A HUNDRED OTHER EVILS... HAVE TESTED AND STRENGTHENED US.

I AM A MACHINE, A CELESTIAL ARTIFACT, WHICH APOCALYPSE STOLE AND TRIED TO TWIST TO HIS FOUL PURPOSE.

AND YET, THROUGH THE PAIN HE INFLICTED ON ME, I AWAKENED. THROUGH YOUR FRIENDSHIP, I ATTAINED MY TRUE SELF.

NOW I HAVE SOLVED THE MYSTERY OF MY PAST...

...AND I CAN FEEL THE HAND OF DESTINY IN ALL OUR FUTURES.

NEXT ISSUE:

**HOME**  
TO EARTH!

AS SABRETOOTH ATTACKS... AND CALIBAN BEGINS HIS DEADLY MISSION!



## Bullpen Bulletins

### Stan's Soapbox

It's never easy to say goodbye to an old friend.

I'm referring of course, to amiable Archie Goodwin, who has given up his editing duties for Marvel's Epic line to take up residence with our cavortin' competitors.

Archie's career has been so varied and colorful that it wouldn't seem right to merely wave goodbye without recounting some of his past achievements.

When I first met him, he was editor in chief and featured writer for the

Creepy and Eerie line of magazines. After that the gallivantin' Mr. Goodwin served a hitch at DC also in the capacity of editor and writer. Then, Marvel grabbed him up and the rest is history!

During his two decades at The House of Ideas (as I modestly refer to the blushin' bullpen), Archie wrote an assortment of almost all our top titles, such as FANTASTIC FOUR, SHIELD, IRON MAN, SPECTACULAR SPIDER-MAN—hey, you get the idea.

But, to continue our captivatn' chronology, Archie next became editor of one of my favorite projects, our

trend-setting, experimental magazine, EPIC, which led to such blockbuster publications as GROO, ELFQUEST, THE INCAL, SILVER SURFER, AKIRA, etc., etc. Then, just before packing his bags, Mr. G also created our new SHADOWLINE series.

So, you can see why it is with such extreme reluctance that we now say "so long" to our talented friend who is one of the nicest guys in comics. All the best, Archie, and keep in touch!

Excelsior!

*Stan*

**ITEM:** Now that Stan has bid a fond adieu to Archie, you'll be pleased as punch to learn that his distinguished shoes are being filled by none other than that living Shadowmaster himself, Carl Potts. And while Carl slips into his Triple E position (Executive Editor of Epic), old-time Bullpenner Danny Fingeroth is returning to editorial duty by stepping into Carl's now vacant position of Marvel line editor. Good luck, guys!

**ITEM:** Not to toot our own horn too much, but Mighty Marvel did pretty well for itself in this year's Comics

Buyer's Guide Fan Awards! THE UNCANNY X-MEN was voted in as Favorite Comic Book, while MARVEL AGE MAGAZINE became the fans' Favorite Publication About Comics for the very first year, edging out its trade journal competitors!

As if those two honors weren't enough, our fearless Marvel freelancers copped more than their fair share of CBG awards as well! Tumultuous Todd McFarlane of AMAZING SPIDER-MAN fame garnered both the Favorite Penciler and Favorite Cover Artist awards by wide margins, Clever

Chris Claremont, X-MEN author extraordinaire, was picked as the fans' Favorite Writer, Gracious Glynis Oliver was their Favorite Colorist, Terrific Terry Austin was voted Favorite Inker, and Tough Tom Orzechowski garnered the Favorite Letterer award! Congrats to our award-winners, and thanks, fans! We love you, too!

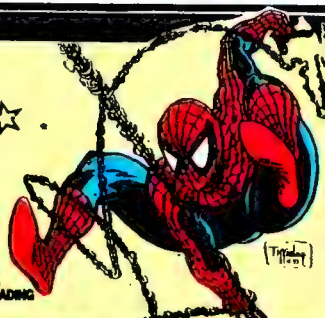
To be fair, our Distinguished Competitors snatched up quite a few votes themselves, especially for that dark guy with the cape and pointy ears. Congratulations to all the winners. 'Nuff said.

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**JANUARY 6 & 7, 1990**  
**THE BIGGEST SHOW OF THE YEAR!!**



ON THE BORDER BETWEEN INDIA AND TIBET, IN NEPAL, LIES A MOUNTAIN RANGE CALLED THE HIMALAYAS. ITS HIGHEST PEAK, MT. EVEREST, IS THE TALLEST MOUNTAIN ON EARTH AND ONE OF THIS PLANET'S GREAT NATURAL WONDERS.

FAR BELOW, LIES AN UNNATURAL WONDER-- THE SECRET CITADEL OF X-FACTOR'S MOST PRIMAL ENEMY, ONE OF THE MOST POWERFUL AND DEADLY OF MUTANTS...

# MEANWHILE. ON EARTH...

IT IS WITHIN THE VAST CENTRAL KEEF, BIRDLED BY MASSIVE SPY-SCREENS AND OTHER ESOTERIC PARAPHERNALIA, THAT A GRAY-FLANNELLED, MYSTERIOUS FIGURE HAS MATERIALIZED WITH A SURPRISING MESSAGE FOR THE MASTER OF THIS PLACE OF DARKNESS...

I OFFER YOU THE CHANCE TO JOIN ME-- TO SPEARHEAD MY ACTS OF VENGEANCE HERE ON EARTH!

I AM APOCALYPSE, LITTLE MAN.  
WHO ARE YOU TO OFFER ME ANYTHING?

LOUISE SIMONSON  
WRITER  
TERRY SHOEMAKER  
PENCILER  
HILARY BARTA  
INKER  
MICHAEL HEISLER  
LETTERER  
TOM VINCENT  
COLORIST  
BOB HARRAS  
EDITOR  
TOM DEFALCO  
EDITOR IN CHIEF



I HAVE WATCHED YOU IN SECRET...PLAYING AT BEING A HUMAN SERVANT TO VILLAINS.\*

\*SEE ACTS OF VENGEANCE CROSSOVERS-808

BUT, IN FACT, THESE VILLAINS REALLY SERVE YOU. YOU HAVE MANIPULATED--

PERSUADED... I ASSURE YOU!

--MANIPULATED THEM INTO JOINING YOUR VILLAINOUS UPRISING, INTO BATTLING HEROES AGAINST WHOM THEY HAVE NO PERSONAL GRUDGE.

AGAIN I ASK, WHO ARE YOU? WHAT DO YOU HOPE TO GAIN FROM THIS...ABSURDITY?

THOU DISAPPOINTEST ME, APOCALYPSE. I WOULD HAVE THOUGHT THOU WOULDST GUESS MY TRUE IDENTITY.

WITH A SNAP OF ENERGY THE GRAY-GARBED FIGURE TRANSFORMS...

LOKI OF ASGARD! THE NORSE GOD OF LIES AND MISCHIEF!

BY WHAT RIGHT DO YOU ANNOY THE HEROES OF EARTH?

BY WHAT IDIOCY DOST THOU, A MUTANT MORTAL, HOPE TO IMPRISON A GOD?

SNAP!

THE MORTALS OF MIDSARD\* HAVE LONG ANNOYED ME, PARTICULARLY, THE AVENGERS.

WHOM YOU, BY YOUR MISGUIDED ACTIONS, FORCED INTO BEING!

SPRAKKT!

THE AVENGERS HAVE FELT THE POWER OF LOKI'S DISPLEASURE...

...WHILE THE OTHER SO-CALLED HEROES OF EARTH HAVE BEEN DISTRACTED FROM COMING TO THEIR AID.

NOW I WOULD HAVE OTHERS FEEL LOKI'S LASH, AS WELL.

\*ASGARDIAN FOR EARTH.





OTHERS--?

THE X-MEN! CYCLOPS, LEADER OF X-FACTOR... AND THE YOUNG NEW MUTANTS, WHO WILL SOON RETURN TO MIDGARD FROM ... ELSEWHERE!

THEY, TOO, HAVE OFTTIMES ANNOYED ME AND MINE.\*

DEFEAT THEM... DESTROY THEM... AND IN DOING SO THOU WILST PROVE THYSELF WORTHY TO JOIN ME.

YOUR SO-CALLED ACTS OF VENGEANCE IS ALREADY A FAILURE.

\*DURING THEIR ASGARDIAN ADVENTURES.  
--BOB

NO! I HAVE CAUSED THE AVENGERS ANGUISH. THEY HAVE FELT PAIN. I WOULD HAVE DESTROYED THEM, HAD NOT MY SERVANTS, MY SO-CALLED MASTER VILLAINS...

...CONTINUED TO PURSUE THEIR OWN PETTY INTERESTS... IN PLACE OF MINE... AND HAVE THUS BEEN HUMILIATINGLY DEFEATED.

COURAGE--?! I COULD CRUSH THEM--!

COULD YOU?

WHRAMM!

REMEMBER, LOKI! THAT APOCALYPSE IS NOT ONE OF YOUR PETTY VILLAINS.

I, LIKE YOU, HAVE BEEN A GOD.

NO WONDER THE HUMANS HAVE CEASED TO WORSHIP YOU, LOKI! HOW LITTLE YOU UNDERSTAND THE HUMAN HEART!

HUMANS ARE NOT IMMORTAL ... AND HAVE LITTLE ENOUGH TIME TO ACCOMPLISH THEIR OWN GOALS.

HUMANS ARE NOT THE WEAKLINGS YOU TAKE THEM FOR EACH, BE HE HERO OR VILLAIN, IS DYING FROM THE DAY HE IS BORN.

EACH BREATH... EACH EFFORT ... IS AN ACT OF COURAGE AGAINST INEVITABLE DOOM...

...SUCH COURAGE WE IMMORTALS ONLY DREAM OF.

I KNOW THE ABILITY OF FAITH TO EMPOWER THOSE WHO ARE WORSHIPPED.





AND TO TRANSFORM THE WORSHIPPER!

AAK!



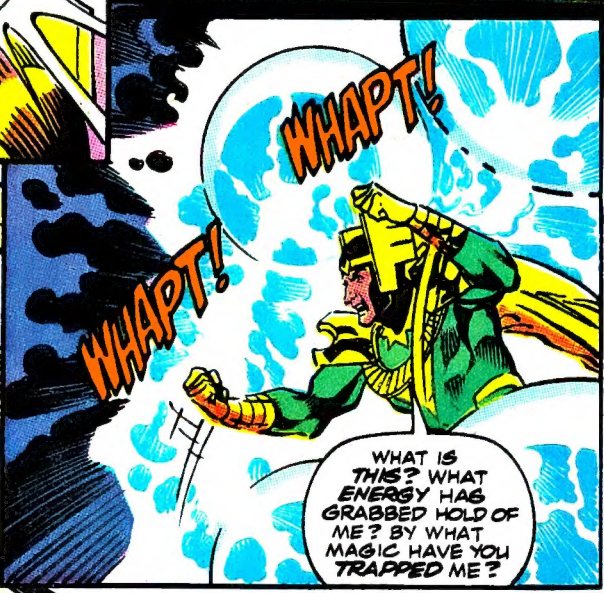
WHO ARE YOU, CREATURE, TO INTERRUPT YOUR BETTERS?



I AM CALIBAN. APOCALYPSE HAS MADE CALIBAN WHAT HE IS, AND CALIBAN IS HIS SERVANT.

SKRUUMPT!

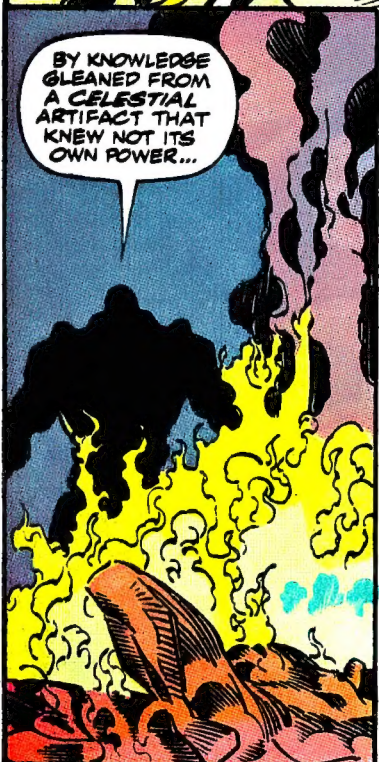
THEN YOUR MASTER SHOULD TRAIN HIS SERVANTS BETTER. SHALL I SHOW HIM HOW?



WHAPT!

WHAPT!

WHAT IS THIS? WHAT ENERGY HAS GRABBED HOLD OF ME? BY WHAT MAGIC HAVE YOU TRAPPED ME?



BY KNOWLEDGE GLEANED FROM A CELESTIAL ARTIFACT THAT KNEW NOT ITS OWN POWER...



...AND BY THE LOYALTY OF MY SERVANT, WHO RISKED HIS LIFE TO DISTRACT YOU WHILE I SPRANG MY TRAP.

YOU WORSHIP ME, DON'T YOU, CALIBAN? MY WILL IS YOUR OWN.

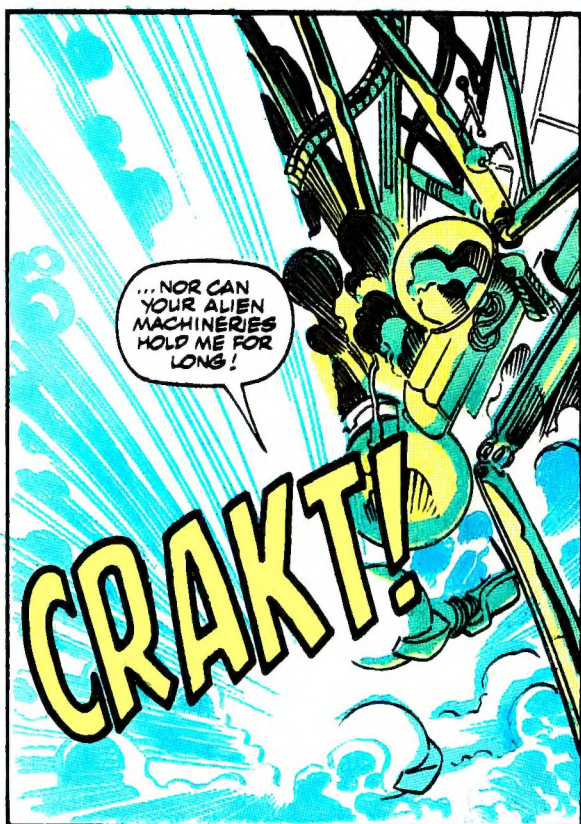
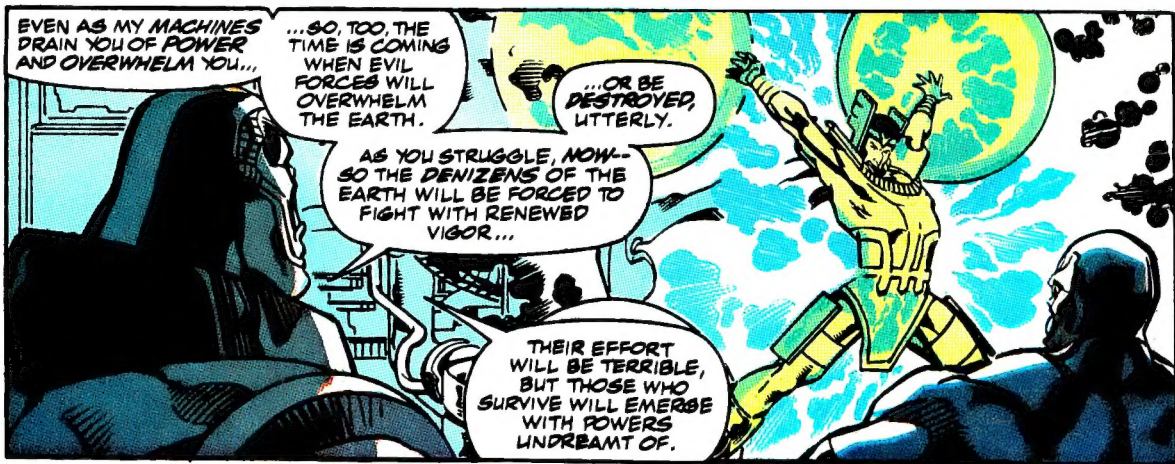
YES, MASTER.



HE IS MY MASTER-PIECE. MY FAITHFUL HELL HOUND ...WHOM I HAVE TRANSFORMED.

THROUGH HIM, IN PART, I WILL TEST AND STRENGTHEN HUMANITY. I WILL WINNOW OUT THE UNFIT AND TEMPER THE STRONG.









AND SO YOU HAVE RETREATED TO THE SCREEN AGAIN!

I AM SIMPLY ENDING A DISCUSSION THAT HAD BECOME TEDIOUS... AND POINTLESS.

YOUR HUMANS WILL NOT SURVIVE LONG ENOUGH TO CHALLENGE THE GODS, APOCALYPSE. AND YOU, SO PROUD OF YOUR OWN WISDOM, ARE A FOOL.

DARE TO OPPOSE ME... OR MY PLANS... AND YOU WILL JOIN YOUR HUMAN RACE IN DEATH.

IT IS WELL TO KNOW WHERE WE BOTH STAND. OUR PATHS, CERTAINLY, SHALL CROSS AGAIN.

I HAVE FOR YOU ONE LAST PARTING GIFT...!

**SKRAASH!**



HE SHATTERED THE SCREEN!

MASTER, HE IS POWERFUL... AND A GOD. IF HE CHOOSES TO DESTROY US, HOW CAN HUMANITY STAND AGAINST HIM?

MUCH OF WHAT HE SAYS ARE LIES. BUT HIS HOSTILITY TOWARD HUMANKIND IS GENUINE.

AND HE IS NOT ALONE IN HIS HATRED OF OUR KIND.

HUMANITY MUST GROW STRONG... AND QUICKLY, CALIBAN.

SOON YOU WILL BE READY TO BEGIN YOUR MISSION ON EARTH... TO FIND AND TEST THE WORTHY.

TO DESTROY THE WEAK THAT THE STRONG HAVE ROOM TO GROW.

COME, MY HOUND. WE MUST BEGIN.

**NEXT:** X-FACTOR... ON EARTH! THE SHIP... TRANSFORMED! AND CALIBAN COMES OF AGE! IT'S A BRAND NEW BEGINNING!





MINUTEMEN

Bluntman